

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 116th Annual General Meeting (**Business Session**) of the Members of IMC Chamber of Commerce and Industry [Formerly: Indian Merchants' Chamber] ("Chamber") will be held on **Friday, June 21, 2024 at 5:45 p.m.** at **Babubhai Chinai Committee Room, 2nd Floor, IMC Building, Churchgate, Mumbai 400020**, to transact the following business:

AGENDA (Business Session)

ORDINARY BUSINESS

- (1) To consider, receive and adopt the audited financial statement of the Chamber for the financial year ended 31st March, 2024 together with the reports of Board of Directors ("Managing Committee") and Auditors thereon.
- (2) To record the declaration of the result of election of the Office-Bearer(s) and Members of the Managing Committee of the Chamber for the year 2024-25.

SPECIAL BUSINESS

- (3) To appoint Mr. Rajas Ratanchand Doshi (holding DIN: 00050594) as a Director of the Chamber and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Chamber, Mr. Rajas Ratanchand Doshi (holding DIN: 00050594), who had offered his nomination for election to the office of the members of the Managing Committee and got declared as elected unopposed as one of the members of the Managing Committee of the Chamber at its meeting held on April 2, 2024 be and is hereby appointed as a Director of the Chamber, liable to retire by rotation.

- (4) To appoint Mr. Snehal Natvarlal Muzoomdar (holding DIN: 00729992) as a Director of the Chamber and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Chamber, Mr. Snehal Natvarlal Muzoomdar (holding DIN: 00729992), who had offered his nomination for election to the office of the members of the Managing Committee and got declared as elected unopposed as one of the members of the Managing Committee of the Chamber at its meeting held on April 2, 2024 be and is hereby appointed as a Director of the Chamber, liable to retire by rotation.

Public Session

The AGM will be preceded by 'Public Session' at 4:30 p.m. at Walchand Hirachand Hall, 4th Floor, IMC Building, Churchgate, Mumbai 400020. The Public Session will be addressed by Mr. Jayen Mehta, Managing Director, Gujarat Co-operative Milk Marketing Federation Limited (AMUL).

Ajit Mangrulkar
Director General

Mumbai, June 5, 2024

Notes:

1. The business set out in the Notice will be transacted through electronic voting system and the Chamber is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under the head "E-Voting" herein below. The details about User ID and password relating to remote e-voting are being sent to all the members along with this Notice.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

E-Voting:

Information and other instructions for members voting electronically are as under:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, the Chamber is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') in respect of the resolutions proposed in the accompanying Notice.
- (ii) The facility of voting by ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting by ballot paper.
- (iii) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (in PDF / JPG format) of the relevant Board Resolution / Authority Letter, as the case may be, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an email at jatin@jsp-associates.com. The aforesaid members may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name EVENT No.'

- (iv) **The voting period begins on 14th June, 2024 from 9:00 a.m. (IST) and ends on 20th June, 2024 at 5:00 p.m. (IST). During this period members of the Chamber whose name is recorded in the Register of Members, as on the cut-off date i.e. 31st January, 2024 only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.**
- (v) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (vi) The Chamber has engaged the services of Central Depository Services Ltd ('CDSL') as the Agency to provide e-voting facility.
- (vii) The Directors of the Chamber has appointed Mr. Jatin S. Popat, a Practicing Company Secretary and Proprietor of JSP Associates, Company Secretary Firm as Scrutiniser to scrutinise the remote e-voting and physical voting by ballot paper process in a fair and transparent manner.
- (viii) The Members should log on to the e-voting website www.evotingindia.com.
- (ix) Click on Shareholders.
- (x) Now Enter your User ID. Your membership number will be your User ID.
- (xi) Next enter the Image Verification as displayed and Click on Login.
- (xii) Enter your password to be used provided to you along with the notice for this Annual General Meeting in a sealed envelope.
- (xiii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiv) Click on the Electronic Voting Sequence Number (EVSN) of **IMC Chamber of Commerce and Industry** on which you choose to vote.
- (xv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xx) The Chairman shall, at the Annual General Meeting (AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxi) The Scrutinizer, immediately after the conclusion of voting at the Meeting shall first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Chamber and shall make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxii) Once declared, the results along with the consolidated Scrutinizer’s report shall be placed on the Chamber’s website <http://www.imcnet.org> and on the website of CDSL www.evotingindia.com.
- (xxiii) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. June 21, 2024.
- (xxiv) In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3: Appointment of Mr. Rajas Ratanchand Doshi (holding DIN: 00050594) as a Director of the Chamber

Mr. Rajas Ratanchand Doshi (holding DIN: 00050594) is a representative of The Indian Hume Pipe Co. Ltd. (“Limited Firm”) and it has been a Member of the Chamber since the year 1969. Thus, Mr. Doshi representing Indian Hume Pipe Company Limited was eligible to tender his nomination according to the provisions of the Articles of Association of the Chamber and get himself elected as member of the Managing Committee.

Mr. Doshi is a graduate in Civil Engineering. He has experience of over 49 years in the business of Construction Contracts. Joined Indian Hume Pipe Company Limited in 1981 as Senior Executive and rose to the position of Chairman and Managing Director of the company from 1994. He is Director of various group companies, Rotarian since 1988 and Trustee of various Charitable Organizations.

According to the provisions of the Articles of Association, an individual who is a member or who is the representative of a Member who has been a Member of the Chamber for a total period of at least three years on the day of filing of nomination shall be eligible to be elected to the Managing Committee. Mr. Doshi is a representative of The Indian Hume Pipe Company Limited, a "Public Company", and it has been a Member of the Chamber since the year 1969. Thus, Mr. Doshi representing The Indian Hume Pipe Company Limited was eligible to tender his nomination according to the provisions of the Articles of Association of the Chamber and get himself elected as member of the Managing Committee.

On nomination being invited for election to the office of the members of the Managing Committee in accordance with the procedures laid down in the Articles of Association of the Chamber, Mr. Doshi had tendered a nomination form for his candidature for the office of Director of the Chamber ("Board of Directors") along with a deposit of One Lakh Rupees to fill in the vacancies caused by the retirement of directors every year, in accordance with the procedures laid down in the Articles of Association of the Chamber.

No additional nomination was received by the Chamber other than the twelve seats (one-half of the elected members due to retire every year) for election of the members of the Managing Committee. Hence, Mr. Doshi was one amongst the twelve candidates elected unopposed as one of the members of the Managing Committee for a two-year term i.e. 2024-2026 and to hold office on and from the conclusion of the ensuing Annual General Meeting.

Looking at Mr. Doshi's wide experience, knowledge and expertise, the Managing Committee considers that his appointment as a Director would be of immense benefit to the Chamber's growth.

According to section 152(2) of the Companies Act, 2013, every director shall be appointed by a company in general meeting. Therefore, the Managing Committee submits the resolution for the consideration of Members of the Chamber, despite that he was elected unopposed and declared as one of the members of the Managing Committee at its meeting held on April 2, 2024 and recommends it to be passed as an Ordinary Resolution.

Except Mr. Rajas Ratanchand Doshi (being an appointee), none of the Directors of the Chamber is in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 3 of this notice.

Item No.4: Appointment of Mr. Snehal Natvarlal Muzoomdar (holding DIN: 00729992) as a Director of the Chamber

Mr. Snehal Natvarlal Muzoomdar (holding DIN: 00729992) is a Member of the Chamber in his individual capacity since the year 1997 and thus, eligible to tender his nomination according to the provisions of the Articles of Association of the Chamber and get himself elected as member of the Managing Committee.

Mr. Muzoomdar has done his chartered accountancy, cost and works accountancy and law. He is in active practice for the past 42 years and is also on the board of many public companies including multinational companies in India and abroad. The Government of Maharashtra has recently appointed him as the Honorary Executive Chairman of

Maharashtra Rajya Gujarati Sahitya Academy. He is also a well-known exponent of Santoor, and has performed extensively in India, Europe and US. He has authored many books on tax, music and literature. His weekly column appears regularly for the past 25 years in newspapers.

According to the provisions of the Articles of Association, an individual who is a member or who is the representative of a Member who has been a Member of the Chamber for a total period of at least three years on the day of filing of nomination shall be eligible to be elected to the Managing Committee. Mr. Muzoomdar has been a Member of the Chamber in his individual capacity since the year 1997. Therefore, Mr. Muzoomdar was eligible to tender his nomination according to the provisions of the Articles of Association of the Chamber and get himself elected as member of the Managing Committee.

On nomination being invited for election to the office of the members of the Managing Committee in accordance with the procedures laid down in the Articles of Association of the Chamber, Mr. Muzoomdar had tendered a nomination form for his candidature for the office of Director of the Chamber ("Board of Directors") along with a deposit of One Lakh Rupees to fill in the vacancies caused by the retirement of directors every year, in accordance with the procedures laid down in the Articles of Association of the Chamber.

No additional nomination was received by the Chamber other than the twelve seats (one-half of the elected members due to retire every year) for election of the members of the Managing Committee. Hence, Mr. Muzoomdar was one amongst the twelve candidates elected unopposed as one of the members of the Managing Committee for a two-year term i.e. 2024-2026 and to hold office on and from the conclusion of the ensuing Annual General Meeting.

Looking at Mr. Muzoomdar's wide experience, knowledge and expertise, the Managing Committee considers that his appointment as a Director would be of immense benefit to the Chamber's growth.

According to section 152(2) of the Companies Act, 2013, every director shall be appointed by a company in general meeting. Therefore, the Managing Committee submits the resolution for the consideration of Members of the Chamber, despite that he was elected unopposed and declared as one of the members of the Managing Committee at its meeting held on April 2, 2024 and recommends it to be passed as an Ordinary Resolution.

Except Mr. Snehal Natvarlal Muzoomdar (being an appointee), none of the Directors of the Chamber is in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 4 of this notice.

By Order of the Managing Committee



Ajit Mangrulkar
Director General

Mumbai, June 5, 2024