



NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING (“AGM”) OF LAVA INTERNATIONAL LIMITED (“COMPANY”) WILL BE HELD ON WEDNESDAY, AUGUST 14, 2024 AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (“VC/OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Auditors thereon.

Item no. 2: Re-appointment of Mr. Shailendra Nath Rai (DIN: 00908417) as director liable to retire by rotation

To appoint a director in the place of Mr. Shailendra Nath Rai (DIN: 00908417), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3: Re-appointment of Mr. Sunil Bhalla (DIN: 00980040) as director liable to retire by rotation

To appoint a director in the place of Mr. Sunil Bhalla (DIN: 00980040), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 4: Appointment of M/s Raj Gupta & Co. Chartered Accountants (FRN: 00203N) as statutory auditors of the Company and to fix their remuneration.

To appoint M/s Raj Gupta & Co. Chartered Accountants (FRN: 00203N) as Statutory Auditors of the Company for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held for the financial year ending March 31, 2028 at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors; and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Raj Gupta & Co. Chartered Accountants (FRN: 00203N), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held for the financial year ending March 31, 2028, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

SPECIAL BUSINESS

Item No. 5: Ratification of remuneration of Cost Auditors of the Company for the financial year 2023-24

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 50,000 (Rupees Fifty thousand only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s MM & Associates, Cost Accountants (Registration No. 000454), who have been appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no.6: Appointment of Mr. Sanjeev Agarwal (DIN: 07110183) as a Whole Time Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160, 196 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and basis the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors and subject to all other applicable statutory / regulatory approvals, consents and permissions as may be necessary in this regard. Mr. Sanjeev Agarwal (DIN: 07110183) Chief Manufacturing Officer of Lava International Limited who was appointed as an Additional Director of the Company, by the Board of Directors in their meeting held on 1st February 2024, under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company be and is hereby appointed as a Whole Time Director of Lava International Limited for a period of 3 (three) years, i.e., with effect from 1st February 2024 on the following terms and conditions and the period of his office shall be liable to retire by rotation:

- (a) Salary, Perquisites and Allowances per annum: Upto Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakh Only) per annum, with authority to the Board of Directors on the recommendations of Nomination, Remuneration and Compensation Committee to vary / alter the remuneration in terms of Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The aforesaid perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Besides above, Mr. Sanjeev Agarwal shall also be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration subject to the Company's Policy in this regard from time to time:
 - (i) Provision of Company maintained Car(s);
 - (ii) Encashment of Earned Leave at the end of the tenure as per the rules/policy of the Company from time to time;
 - (iii) Entitlement for travel (Class / Mode) shall be as per the Company Policy from time to time, expenses for which will be borne by the Company on actual cost basis. Further, Mr. Sunil Raina shall be eligible for such other facilities and benefits etc. as per rules / policy of the Company from time to time.
- (b) Further based on his performance ratings for each of the financial year, Mr. Sanjeev Agarwal may be eligible for annual increment of Total Cost to Company, which may be given subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.
- (c) variable pay: as per the rules/policy of the Company from time to time
- (d) Reimbursement of Expenses: Business related expenses including expenses incurred for travelling, boarding and lodging shall be reimbursed at actuals and shall not considered as perquisites.

- (e) Sitting Fee: Mr. Sanjeev Agarwal shall not be paid any sitting fee for attending Meetings of the Board and/or any of its Committee(s).
- (f) General:
 - (i) Subject to the superintendence, control and direction of the Board Mr. Sanjeev Agarwal shall perform such other functions as may be delegated to him by the Board from time to time.
 - (ii) He shall adhere to such other policies, service conditions, rules and regulations of the Company as applicable from time to time.

Notwithstanding anything to the contrary contained herein above or in accordance with the terms and conditions of his appointment, Mr. Sanjeev Agarwal will be paid, current remuneration (including fixed salary, variable pay, increments & other allowances thereto and retirement benefits) and as may be further decided by the Board of Directors / Nomination and Remuneration Committee, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file and / or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution.”

Item no.7: Appointment of Mr. Anupam Shrivastava (DIN: 06590535) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Anupam Shrivastava (DIN: 06590535), who was appointed as an Additional Non-Executive Independent Director with effect from 26th March 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years till 25th March 2027, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file and / or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution.”

Item no.8: Appointment of Mr. Ajay Kumar Singh (DIN: 07698288) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Ajay Kumar Singh (DIN: 07698288), who was appointed as an Additional Non-Executive Independent Director with effect from 16th April 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years till 15th April 2027, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file



and / or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution.”

Item no.9: Appointment of Ms. Deepika Gupta (DIN: 08850031) as Non-Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Deepika Gupta (DIN: 08850031), who was appointed as an Additional Non-Executive Director with effect from 20th May 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file and / or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution.”

**By order of the Board
For Lava International Limited**

Sd/-

**Place: Noida
Date: July 18, 2024**

**Shailendra Nath Rai
Whole Time Director
DIN: 00908417**

NOTES:

1. Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 11/2022 dated 28/12/2022 and No. 09/2023 dated 25/09/2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 14th AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at B-14, House 2, Basement, Shivlok Commercial Complex, Karampura Delhi 110015, which shall be deemed venue of the AGM.
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 5, 6, 7, 8 and 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item No. 5, 6, 7, 8 and 9 above and the relevant details of the Directors seeking re-appointment/appointment as set out in Item No. 2 and 3 above as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto as **Annexure-I**.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at sssp28@gmail.com with a copy marked to compliance1@lavainternational.in.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The facility of participation at the AGM through VC/OAVM will be made available to at-least 1,000 Members on a first come first served basis as per the MCA Circulars. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of Directors, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions of first come first served basis.
9. In terms of the MCA Circulars, the Company is sending this AGM Notice along with the Annual Report for Financial Year 2022-23 in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report for FY 2022-23 only to those Member who specifically request for the same at compliance1@lavainternational.in. The Notice convening the AGM and the Annual Report for Financial Year 2022-23 have been uploaded on the website of the Company at www.lavamobiles.com. The AGM Notice may also be download from the relevant section of the website of Link Intime India Private Limited at <https://linkintime.co.in/>
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time

to time.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at compliance1@lavainternational.in
15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to compliance1@lavainternational.in up-to the date of the AGM.
16. This AGM Notice is being sent by email only to those eligible Members who have already registered their email address with the Depositories/the DP/the Company's RTA/ the Company or who will register their email address with Link Intime India Private Limited, on or before 5 p.m. (IST) on Friday, August 3, 2024.
17. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA-Link Intime India Private Limited / Company in case the shares are held by them in physical form.
18. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA/Company.
19. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their DP to enable serving of notices/ documents/Annual Reports and other communications electronically to their email address in future
20. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 7, 2024 ("Cut-off date").
21. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. August, 7, 2024 may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in or the Company at Compliance1@lavainternational.in . However, if the person is already registered with Link Intime for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available on Link Intime e-Voting system' or by calling on toll free no. 022 4918 6200. In case of Individual Members holding securities in De-mat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the notes to Notice under "Remote e-Voting Instructions for shareholders"/ "Process and manner for attending the Annual General Meeting through InstaMeet".
22. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
23. The Board of directors has appointed Mr. Sanjay Kumar, Practicing Company Secretary (having membership no. 9211 and Certificate of Practice no. 7027) as the Scrutinizer to scrutinize the voting at the meeting.
24. The voting period begins on Sunday, 11th August 2024 at 9.00 a.m. and ends on Tuesday, 13th August, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 7th August 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
25. The Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. The e-voting module during the AGM shall be disabled by Link Intime for voting 15 minutes after the conclusion of the meeting.
26. The Members who have voted through Remote e-Voting prior to the Annual General Meeting

will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by Link Intime for voting 15 minutes after the conclusion of the Meeting
28. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during 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 Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour 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.
29. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.lavamobiles.com, immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
30. The Members will be allowed to pose questions during the course of the Meeting. Members can also submit questions in advance with regard to the financial statement or any other matter to be placed at the 14th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address Compliance1@lavainternational.in at least 72 hours in advance before the start of the meeting i.e. by August 11, 2024 by 12:00 P.M. IST. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM by the Company suitably.
31. Since the AGM will be held through VC/OAVM Facility, the Route Map and attendance slip is not annexed in this Notice.
32. The Members are requested to adhere to the following general guidelines in addition to above guidelines during the Meeting in order to ensure smooth virtual meeting:
 - i. Members/ invitees are requested to join the Meeting at least 15 minutes in advance through their respective devices for better experience.
 - ii. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - iii. In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
 - iv. No person other than the invited participants should have access to this e-meeting.
 - v. At the start of the Meeting, Members are required to keep video on so that the Company can complete the roll call.
 - vi. The Company will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors.
 - vii. The entire Meeting proceedings will be recorded.
 - viii. The participants to remain on mute at the start of the meeting and the respective participants/ Members can unmute themselves at the time of speaking.
 - ix. Every participant shall identify himself/ herself at the time of speaking on any query.
 - x. To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of particular agenda item.
 - xi. In case poll is demanded for voting, the Members are requested to send their vote on email address at Compliance1@lavainternational.in
33. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure as follows:

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

► Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:**METHOD 1 - If registered with NSDL IDeAS facility****Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – From Easi/Easiest****Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)



D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.



The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited



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

Item No. 5

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of M/s MM & Associates, Cost Accountants (Registration No. 000454) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for Financial Year 2023-24, at a remuneration of ₹ 50,000 (Rupees Fifty Thousand only) plus applicable taxes, travel and actual out-of pocket expenses. MM & Associates has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to Section 148(3) of the Act, approval by the Members is required for the above remuneration of the Cost Auditor.

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for ratification by the Members of the Company.

Item No.6

Approval of appointment of Mr. Sanjeev Agarwal (DIN: 07110183) as a Whole Time Director

The Board of Directors of your Company on the recommendation of the Nomination, Remuneration and Compensation Committee ('the Committee'), further recommended the appointment of Mr. Sanjeev Agarwal (DIN: 07110183), Chief Manufacturing Officer as Director, to be considered as Whole Time Director being in whole time employment of the Company, w.e.f. 1st February, 2024 for a period of three years, liable to retire by rotation, on the remuneration stated in the resolution above, subject to the approval of the Members.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. It is hereby confirmed that, as on date, he is not related to any other director of the Company.

The resolution read with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Sanjeev Agarwal under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out at Item No. 6 as a Special Resolution for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sunil Raina himself, is/are in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

The details required including a brief profile of Mr. Sanjeev Agarwal pursuant to the Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below:

I. General Information

(i) Nature of Industry: Company is involved in the manufacturing, distribution, service of products related to Electronics and Telecommunication such as Mobile handset, tablets, mobile accessories and related products.

(ii) Date or expected date of commencement of commercial production: The Company was incorporated on March 27, 2009.



(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(iv) Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2023:

(Amount in Lakhs)	
Particulars	For the year ended March 31, 2023 (Audited)
Turnover and other income	2,23,298/-
Net profit after tax	3,533/-

(v) Foreign investments or collaborations, if any: The Company has foreign Investments in 5 subsidiaries namely:

- Lava International (H.K.) Limited;
- Xolo International (H.K.) Limited;
- China Bird Centroamerica S.A.;
- Lava Technologies DMCC;
- Lava Technologies L.L.C.

II. Information about the appointee:

(i) Experience and Background details: Mr. Sanjeev Agarwal, aged about 54 years, is the Chief Manufacturing Officer of the Company. He has been associated with the Company since July 01, 2014. He holds a bachelor's degree in technology (electronics communication) from Regional Engineering College, Kakatiya University, Warangal and has post graduate diploma in business management from Institute of Management Technology, Ghaziabad. He has previously worked with Moser Baer India Limited, Elcoteq Electronics (India) Private Limited, Celetron India Private Limited, LG Electronics India Limited, Lite-On Mobile India Private Limited and Sony India Private Limited)

(ii) Past remuneration drawn: Total CTC of Rs. 2.02 Crore per annum (excluding gratuity) (in his capacity as Chief Manufacturing Officer at Lava International Limited).

(iii) Recognition and Awards/Achievements: He has been acknowledged at multiple platforms in industry.

(iv) Job Profile and suitability: He has over 30 years' experience in multiple domains with diverse organization in telecom industry. He is responsible for entire manufacturing operations at Lava. Key KPI's for the role include Production, Profitability, Reduction in annual failure rate and Overall development of the organization.

(v) Remuneration proposed: As provided in the resolution.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Mr. Sanjeev Agarwal, who is a professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Except proposed remuneration as stated above, Mr. Sanjeev Agarwal does not have any other pecuniary relationship with the Company and its managerial personnel.

(viii) Date of first Appointment: July 1, 2014 in his capacity as VP & Head Manufacturing.

(ix) Directorships held/ KMP in other Companies/Forums: None.

(x) Memberships/Chairmanships of Committees of other Companies (excluding Section 8 Companies, Foreign Companies and Private Companies): None.

(xi) Number of shares held in the Company: NIL

(xii) Relationship with other Directors: No inter-se relation between directors

(xiii) Number of the Meetings of the Board attended during the year: None in 2022-23, however, he attended 1 Board Meeting in his capacity as Additional Director (Whole-time) during F.Y. 2023-24.

(xiv) Terms of Appointment: Liable to retire by Rotation.

III. Other information:

(1) Reasons of loss or inadequate profits: Due to business factors and prevailing competition.

(2) Steps taken or proposed to be taken for improvement: Product improvement; Enhancement in market share and Operational efficiency.

Item No.7

Appointment of Mr. Anupam Shrivastava (DIN: 06590535) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, the Board, on March 26, 2024, appointed Mr. Anupam Shrivastava (DIN: 06590535) as an Additional Non-Executive Independent Director for a term of 3 (three) years with effect from March 26, 2024 to March 25, 2027 (both days inclusive) subject to the approval of the shareholders through an ordinary resolution.

The Company has received the following from Mr. Anupam Shrivastava:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;

He is registered on data bank of independent directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Anupam Shrivastava. In the opinion of the Board, Mr. Anupam Shrivastava fulfils the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Anupam Shrivastava skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Anupam Shrivastava is justified due to the following reasons:

- He holds the degree of B.E. (Electronics and Telecommunications) and post graduate degree in MBA (Marketing).
- He has previously worked as Chairman and Managing Director of BSNL, led the organization for 4 and half years from January 2015 to June 2019. Director of Mobile services in BSNL board from May 2013 to January 2015 initiated BSNL's revival plan.
- Simultaneously worked as Director of Finance BSNL board from December 2013 to February

2015. From time to time held Director level posts of Enterprise business, HR and Broadband, '7' years of board level experience.

- Implemented prestigious Government projects.
- A Telecommunications expert with International experience.
- Worked for '40' years in multifarious fields and levels. Post retirement mentoring and advising many companies.

The resolution seeks the approval of members for the appointment of Mr. Anupam Shrivastava as an Independent Director of the Company for a term of 3 (three) years effective March 26, 2024 to March 25, 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Mr. Anupam Shrivastava
DIN	06590535
Date of Birth and Age	23 rd June 1959, 64 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn by such person (FY 2022-23)	None
Date of first appointment on the Board	26 th March 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during F.Y. 2022-23	None
Other Directorships	Director in 4 (Four Companies) (1) Unakhom Poly Products Private Limited (2) Saturn Capital Management Private Limited (3) Scrolltop Solutions (OPC) Private Limited (4) Saturn NRI Private Limited
Membership / Chairmanship of Committees of other Board	None

In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Anupam Shrivastava as an Independent Director of the Company, as an ordinary resolution.

No director, KMP or their relatives except Mr. Anupam Shrivastava, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 7.

The Board recommends the ordinary resolution as set out in Item no. 7 of this notice for the approval of members.

Item no.8

Appointment of Mr. Ajay Kumar Singh (DIN: 07698288) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, the Board, on April 16, 2024, appointed Mr. Ajay Kumar Singh (DIN: 07698288) as an Additional Non-Executive Independent Director for a term of 3 (three) years with effect from April 16, 2024 to April 15, 2027 (both days inclusive) subject to the approval of the shareholders through an ordinary resolution.

The Company has received the following from Mr. Ajay Kumar Singh:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Ajay Kumar Singh. In the opinion of the Board, Mr. Ajay Kumar Singh fulfils the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Ajay Kumar Singh skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Ajay Kumar Singh is justified due to the following reasons:

- Lt. Gen. A K Singh (Retd), former Lt. Governor of Andaman & Nicobar Islands and Puducherry, boasts an illustrious military career with notable international training.
- Known for integrity and professionalism, he's admired in the Armed Forces. Commanding various units, including the powerful Strike 1 (Corps), he executed significant maneuvers. In key operational roles, he contributed to strategic planning and represented the military nationally and abroad.
- As Administrator/Lt. Governor, he accelerated development in A&N Islands and Puducherry, earning praise for his integrity and compassion.
- He's a member of various councils, decorated with numerous awards, and contributes to academia and defense literature. Currently, he holds advisory roles and teaches at O P Jindal Global University).

The resolution seeks the approval of members for the appointment of Mr. Ajay Kumar Singh as an Independent Director of the Company for a term of 3 (three) years effective April 16, 2024 to April 15, 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Ajay Kumar Singh
DIN	07698288
Date of Birth and Age	11 th January 1953, 71 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn by such person (FY 2022-23)	None
Date of first appointment on the Board	16 th April 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None

The number of Meetings of the Board attended during FY 2022-23	None
Other Directorships	Independent Director in 2 (Two Companies): (1) Morarjee Textiles Limited (2) Air Works India (Engineering) Private Limited
Membership / Chairmanship of Committees of other Board	Air Works India (Engineering) Private Limited: 1. Audit Committee - Member 2. Compensation Committee - Member 3. CSR Committee - Member Morarjee Textiles Limited: 1. Audit Committee – Chairman; 2. Stakeholders' Relationship Committee – Chairman 3. Nomination and Remuneration Committee – Chairman 4. CSR Committee - Member

In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Ajay Kumar Singh as an Independent Director of the Company, as an ordinary resolution.

No director, KMP or their relatives except Mr. Ajay Kumar Singh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 8.

The Board recommends the ordinary resolution as set out in Item no.8 of this notice for the approval of members.

Item no.9

Appointment of Ms. Deepika Gupta (DIN: 08850031) as Non-Executive Director

The Board of Directors of the Company at its Meeting held on 20th May, 2024, pursuant to the recommendation of the Nomination Remuneration and Compensation Committee has approved the appointment of Ms. Deepika Gupta (DIN: 08850031) as an Additional Non-Executive Director of the Company with effect from 20th May, 2024 to hold office up to the date of the forthcoming Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"). Accordingly, Ms. Deepika Gupta (DIN: 08850031), holds office up to the date of this AGM, and is eligible for appointment as Director.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Ms. Deepika Gupta for the office of Director.

Ms. Deepika Gupta is an Associate member of the Institute of Company Secretaries of India and also a Law Graduate. Apart from this, she is also Master's in Commerce and holds certificate of Independent Director from IICA. She has over 5 years of experience in the field of corporate law advisory, compliances, governance, etc

The Board of Directors considers it in the interest of the Company to appoint Ms Deepika Gupta as a Non-Executive Director.

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Deepika Gupta
DIN	08850031

Date of Birth and Age	26 th October 1992, 32 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fee
Details of the remuneration last drawn by such person (FY 2022-23)	None
Date of first appointment on the Board	20 th May 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2022-23	None
Other Directorships	Independent Director in: (1) SPG Global Commodities Limited (2) Air Works India (Engineering) Private Limited
Membership / Chairmanship of Committees of other Board	Member of POSH Committee of Panaaya Technologies Private Limited

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Deepika Gupta herself or her relatives, to the extent of their shareholding, if any, are in any way interested or concerned in this resolution.

The Board recommends the Ordinary Resolution set out at item number 9 of the notice for approval by the members.

Annexure 1

Details of Directors retiring by rotation and seeking re-appointment at the Annual General Meeting

Particulars	Mr. Shailendra Nath Rai	Mr. Sunil Bhalla
Age	62 years	57 years
Date of first Appointment	27.03.2009	27.03.2009
Qualification	Bachelor's degree in Mechanical Engineering	1. Bachelor's degree in mechanical engineering 2. Post Graduate Diploma in Business Management
Experience	35+ Years of experience in various sectors such as electronics, telecommunication	30+ Years of experience in various sectors such as electronics, telecommunication
Directorships held/ KMP in other Companies/Forums	1) Lava International Limited 2) Lava Enterprises Limited 3) Yamuna Electronics Manufacturing Cluster Private Limited 4) Sojo Distribution Private Limited 5) Sojo Manufacturing Services (AP) Private Limited 6) Sojo Manufacturing Services Private Limited 7) Sojo Infotel Private Limited 8) Arpriue Solutions Private Limited 9) Mafic Associates LLP	1. Lava International Limited 2. Lava Enterprises Limited 3.RSB Infraventures LLP 4. Ottomate International Private Limited 5. Mafic Associates LLP 6. Sojo Distribution Private Limited 7. Sojo Manufacturing Services (AP) Private Limited 8. Sojo Manufacturing Services Private Limited 9. Sojo Infotel Private Limited
Memberships/Chairmanships of Committees of other Companies (excluding Section 8 Companies, Foreign Companies and Private Companies)	NIL	NIL
Number of shares held in the Company	2,64,12,782	6,21,23,163
Relationship with other Directors	No inter-se relation between directors	No inter-se relation between directors
Number of the Meetings of the Board attended during the year 2022-23	Eight (8)	One (1)
Remuneration	Rs. 1,11,93,120/-	NIL
Terms of Appointment	Liable to retire by Rotation	Liable to retire by Rotation

Date: 18.07.2024 Place: Noida	<p style="text-align: right;">By order of the Board For Lava International Limited</p> <p style="text-align: right;">Sd/-</p> <p style="text-align: right;">Shailendra Nath Rai Whole Time Director DIN: 00908417</p>
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