

INDITALIA REFCON LIMITED

Regd Off : 7 and 8 B, IInd Floor, West View No.1. S.V.Road, Santacruz (West), Mumbai 400 054
Corp off : D1, Krishna CHS, Subhash Road, Vile Parle (East), Mumbai 400 057

Ref: IRL/26/2025

Date: July 3, 2025

To,
The Bombay Stock Exchange Limited
Department of Corporate Services
P. J. Towers, Dalal Street, Mumbai – 400 001

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Extraordinary General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the **Extraordinary General Meeting ("EGM")** of the Members of **Inditalia Refcon Limited** will be held on **Wednesday, July 30, 2025 at 11.00 a.m. IST** at the **Corporate Office of the Company at D1, Krishna CHS, Subhash Road, Vile Parle (East), Mumbai – 400 057**, to transact the business as set out in the EGM Notice.

The Company has provided its Members the facility to vote by physical means on the resolutions set forth in the EGM Notice. The **Notice of the EGM** along with the **Explanatory Statement** is being sent electronically to the Members whose email addresses are registered with the Company/Depositories and is also uploaded on the Company's website at www.ohminditalia.com.

You are requested to take the above on record.

For Inditalia Refcon Limited

Thanking you,
Yours faithfully,
For Inditalia Refcon Ltd



Sujata Mittal
(Managing Director)
(DIN: 01826116)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **Extraordinary General Meeting (EGM)** of the Members of **Inditalia Refcon Limited** will be held on **Wednesday, July 30, 2025 at 11.00a.m. IST** at the Corporate Office of the Company at **D1, Krishna CHS, Subhash Road, Vile Parle (East) Mumbai 400 057**, to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Approval/confirmation of Board action in appointing Mr. Vipul Rajendrabhai Gandhi (DIN: 02729144) as Additional Non- Executive Director w.e.f. 30th April 2025 and subsequent Change of his Designation to Executive Director w.e.f. 1st July 2023.

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 152, 161(1), 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as well as the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the Board action in appointing Mr. Vipul Rajendrabhai Gandhi (DIN: 02729144) as a Director of the Company in the capacity of Non Executive Director, liable to retire by rotation w.e.f. 30th April 2025 is hereby confirmed.

RESOLVED FURTHER THAT the Board action in changing the designation of Mr. Vipul Rajendrabhai Gandhi, (DIN: 02729144) from Additional Non-Executive Director to Additional Executive Director of the Company with effect from July 1, 2025 is confirmed and Mr. Vipul Rajendrabhai Gandhi (DIN: 02729144) be and is hereby appointed as Executive Director of the Company, liable to retire by rotation, w.e.f. that date i.e. 1st July 2025, upon such terms and conditions, including remuneration, as set out in the explanatory statement annexed to this notice and as may be decided by the Board of Directors (including any Committee thereof) from time to time, within the overall limits prescribed under the provisions of Sections 197, 198, and Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof constituted or to be constituted by the Board) be and is hereby authorised to fix, revise, alter and vary from time to time the terms and conditions of the said appointment and remuneration of Mr. Vipul Rajendrabhai Gandhi, including authority to determine his duties and responsibilities, in such manner as may be deemed fit, subject to such approvals as may be required under the Act and the SEBI Listing Regulations, and to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, proper, desirable

or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 2: Confirmation of Appointment of Ms. Shamika Prashant Masurkar (DIN: 11078122) as Independent Director-

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder, and applicable provisions of the SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof (for the time being in force), as well as the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment with effect from **April 30, 2025**, of **Ms. Shamika Prashant Masurkar (DIN: 11078122)**, who was appointed as **Additional Non-Executive Independent Director** of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, and the Rules made thereunder, is hereby appointed as an **Independent Director** of the Company, for a term of **5 years from April 30, 2025 to April 29, 2030**, not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and/or as may be determined by the Board (including any committee thereof) from time to time within the overall limits prescribed under Sec.197 and Sch.V of the Act and the Board action in appointing her as Independent Director, which position had fallen vacant following the expiry of tenure of previous IDs is also hereby confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof constituted or to be constituted by the Board) be and is hereby authorised to fix, revise, alter and vary from time to time the terms and conditions of the said appointment and remuneration of **Ms. Shamika Prashant Masurkar** including authority to determine her duties and responsibilities, in such manner as may be deemed fit, subject to such approvals as may be required under the Act and the SEBI Listing Regulations, and to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 3 : Confirmation of Appointment of Mr. Chirag Kantilal Patel (DIN: 10682219) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder, and applicable provisions of the SEBI (LODR) Regulations,

2015, including any statutory modification(s) or re-enactment(s) thereof (for the time being in force), as well as the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment with effect from **April 30, 2025**, of **Mr. Chirag Kantilal Patel (DIN: 10682219)**, who was appointed as **Additional Non-Executive Independent Director** of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, and the Rules made thereunder, is hereby appointed as an **Independent Director** of the Company, for a term of **5 years from April 30, 2025 to April 29, 2030**, not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and/or as may be determined by the Board (including any committee thereof) from time to time within the overall limits prescribed under Sec. 197 and Sch. V of the Act and the Board action in appointing him as Independent Director, which position had fallen vacant following the expiry of tenure of previous IDs is also hereby confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof constituted or to be constituted by the Board) be and is hereby authorised to fix, revise, alter and vary from time to time the terms and conditions of the said appointment and remuneration of Mr. Chirag Kantilal Patel, including authority to determine his duties and responsibilities, in such manner as may be deemed fit, subject to such approvals as may be required under the Act and the SEBI Listing Regulations, and to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto.”

Item No. 4: Approval/Confirmation of Reappointment of Ms. Sujata Mital (DIN: [01826116]) as Managing Director of the Company for a period of 5 years w.e.f. 01.04.2025.

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for the reappointment of **Ms. Sujata Mital (DIN: [01826116])** as the **Managing Director** of the Company, for a further period of five (5) years with effect from **April 1, 2025 to March 31, 2030**, on the existing terms and conditions.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do

all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors
For Inditalia Refcon Limited**

A handwritten signature in blue ink, appearing to read 'Sonam Bhura', written in a cursive style.

Sonam Bhura

Membership no. 058442

**Company Secretary
Place: Mumbai
Date: July 01, 2025**

NOTES:

1. **Explanatory Statement** pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. **Disclosure under Regulation 36(3)** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India under Section 118(10) of the Act, in respect of Directors seeking appointment/re-appointment at the Meeting, is provided in **Annexure I** to this Notice.
3. A **Member entitled to attend and vote** at the Extra-Ordinary General Meeting (EGM) is entitled to appoint a **proxy** to attend and vote on his/her behalf and such proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. The instrument appointing a proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, **not less than 48 hours before the commencement of the Meeting**. A Proxy Form is annexed to this Notice.
4. **Corporate Members** intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
5. **Members/Proxies/Authorized Representatives** are requested to bring their duly filled **Attendance Slip** enclosed herewith to attend the Meeting and hand it over at the entrance of the venue.
6. Voting rights shall be reckoned on the basis of the **paid-up value of shares** registered in the name of the Member/beneficial owner (in case of dematerialized shares) as on the **cut-off date i.e., July 15, 2025**.
7. The Notice of the EGM, inter alia, indicating the process and manner of voting is being sent **by email** to those Members whose email IDs are registered with the Company/Depository Participants and **in physical form** to those Members whose email addresses are not registered.
8. The Notice of the EGM will also be available on the website of the Company at www.ohminditalia.com and on the websites of the Stock Exchange i.e. **BSE Limited** at www.bseindia.com.
9. Members are requested to intimate changes, if any, in their:

Name, postal address, email address, PAN, phone number, bank details, nominations, etc.

For shares held in **physical form**: to the Company’s Registrar and Share Transfer Agent in Form ISR-1 and other relevant forms, as mandated under SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

10. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during business hours (11:00 a.m. to 5:00 p.m.) on all working days up to the date of the EGM and will also be made available at the venue of the Meeting.

11. During the EGM, the following documents shall be available for inspection at the venue:

- (i) Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act;
- (ii) Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act;

12. The Company has designated an Email ID (info@ohminditalia.com) for redressal of members' queries or grievances. Members may write to the Company at this ID for any investor-related concerns.

13. Members who wish to ask questions or seek any information relating to the business to be transacted at the Meeting are requested to send their queries to the Company **at least 10 days in advance**, at info@ohminditalia.com. The same will be replied to suitably.

14. In case of **joint holders attending the Meeting**, only the first holder as per the Register of Members of the Company shall be entitled to vote.

**By Order of the Board of Directors
For Inditalia Refcon Limited**



Sonam Bhura

Membership no. 058442

**Company Secretary
Place: Mumbai
Date: July 01, 2025**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1, 2, and 3 of the accompanying Notice dated July 01, 2025.

Resolution No. 1

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013, read with the Articles of Association of the Company, the Board of Directors appointed **Mr. Vipul Rajendrabhai Gandhi (DIN: 02729144)** as an Additional Director of the Company in the capacity of Non-Executive, Non-Independent Director, with effect from April 30, 2025. Subsequently, the Board approved the change in his designation to Executive Director with effect from July 01, 2025, subject to the approval of the Members at the ensuing General Meeting.

In accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Gandhi as Executive Director requires the approval of the shareholders.

Skills and Capabilities and Suitability for the Role:

The Nomination and Remuneration Committee and the Board have assessed the key skills and attributes required for the role of Executive Director, which include leadership in business operations, a strong understanding of capital markets and investment strategies, financial acumen, strategic business development, and long-term planning capabilities.

Based on this evaluation, Mr. Gandhi's extensive experience in financial services, investment management, and capital markets is considered to align well with the Company's business goals. The Committee is of the view that his qualifications and experience make him well suited for the responsibilities of Executive Director.

Brief Profile of Mr. Vipul Rajendrabhai Gandhi:

Mr. Vipul Rajendrabhai Gandhi, aged 37, is an accomplished business professional with over 16 years of experience. He began his career in 2008 with his family-owned firm, Gandhi Associates, established in the 1990s by his late father.

Mr. Gandhi possesses in-depth knowledge of corporate laws, capital and secondary markets, and financial management. He is actively involved in market and client development, product diversification, and the management of his family office, which invests in public equities, debt instruments, and start-ups. He works closely with wealth advisors to formulate investment strategies, track portfolio performance, and ensure financial targets are achieved while maintaining cost efficiency.

An active angel investor, Mr. Gandhi also holds directorships in several other public and private companies.

Other Disclosures:

Mr. Gandhi has confirmed that he is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013 and is not debarred by SEBI or any other authority from holding the office of Director.

He has submitted all statutory disclosures and declarations as required under applicable laws.

Mr. Gandhi is not related to any other Director or Key Managerial Personnel of the Company.

Terms of Appointment and Remuneration:

The terms and conditions of Mr. Gandhi's appointment as Executive Director, including remuneration, will be in accordance with Section 197 and other applicable provisions of the Companies Act, 2013, subject to the approval of the Members. A copy of the draft terms and conditions, including details of remuneration, will be available for inspection by Members electronically upon request at www.ohminditalia.com.

Details as required under Regulation 36(3) of the SEBI Listing Regulations, the Companies Act, 2013, and applicable Secretarial Standards are provided in the annexure to this Notice.

Except Mr. Vipul Rajendrabhai Gandhi, none of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in this resolution.

The Board recommends Resolution No. 1, as set out in the accompanying Notice, for approval of the Members as an **Ordinary Resolution**.

Resolution No. 2

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013, read with the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, **Ms. Shamika Prashant Masurkar (DIN: [to be inserted])** was appointed as an **Additional (Independent) Director** on the Board of Directors of the Company with effect from **April 30, 2025**, for a term of 5 years, subject to approval of Members of the Company.

In accordance with the provisions of Section 161 of the Act, Ms. Masurkar holds office as an Additional Director up to the date of the forthcoming General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing her candidature for appointment as an Independent Director of the Company.

Skills and Capabilities Required and the Manner in Which Ms. Masurkar Meets Such Requirements:

In the opinion of the Board and the Nomination and Remuneration Committee, the core skills/expertise/competencies required for the role of an Independent Director in the context of the Company's business include: financial literacy and business understanding, governance mindset, analytical thinking, integrity and independence, professional competence, and industry knowledge.

Ms. Masurkar possesses over **12 years of experience in the corporate field**, having handled **Accounts, Finance, Taxation, Income Tax and GST** matters. Her business acumen, exposure to multiple financial functions and regulatory frameworks, and hands-on experience make her well-suited to contribute effectively as an Independent Director on the Board of the Company.

The Company has received:

A declaration from Ms. Masurkar confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);

Her consent to act as Director under Section 152(5) of the Act;

Confirmation that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act;

Confirmation that she is not debarred from holding the office of Director by any order of SEBI or any other regulatory authority;

A declaration under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that she will be taking suitable steps to get herself registered with the Independent Directors’ databank maintained by the Indian Institute of Corporate Affairs.

Brief Profile of Ms. Shamika Prashant Masurkar:

Ms. Shamika Prashant Masurkar is an **Arts Graduate from the University of Mumbai**. She has a **strong background in finance and taxation**, having worked in various corporate roles since 2011. With over a **decade of experience in Accounts, Finance, Income Tax and GST**, she brings practical business knowledge and operational insight to the Board. Ms. Masurkar comes from a reputed family and is known for her integrity and professional values.

In the opinion of the Board, Ms. Masurkar is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfills the conditions specified under the Companies Act, 2013 and Rules made thereunder. She is independent of the management and is not related to any Director of the Company.

The letter of appointment of Ms. Masurkar setting out the terms and conditions of her appointment will be available for inspection by the Members at the Registered Office of the Company during business hours and will also be available at the venue of the General Meeting.

In line with the Company’s Remuneration Policy for Independent Directors, Ms. Masurkar will be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and/or Committees thereof and reimbursement of expenses for participation in such meetings.

As per Regulation 36(3) of the SEBI Listing Regulations and relevant provisions of the Act and Secretarial Standards, the requisite details of Ms. Masurkar are annexed to this Notice.

Except Ms. Shamika Prashant Masurkar and her relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the **Resolution No. 2** as set out in the accompanying Notice for approval of the Members by way of a **Special Resolution**.

Resolution No. 3

Pursuant to the provisions of Sections 149 and 161 of the Companies Act, 2013 read with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Chirag Kantilal Patel (DIN: 10682219)** was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on April 30, 2025. The appointment is for a term of 5 years commencing from April 30, 2025, to April 29, 2030, subject to the approval of the members of the Company. This appointment is also in compliance with Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Skills and capabilities required and the manner in which Mr. Patel meets such requirements:

In the opinion of the Board and the Nomination and Remuneration Committee, the core skills/expertise/competencies required for the role of Independent Director in the context of the Company's business include: knowledge and understanding of corporate laws and financial regulations, corporate governance, business acumen, legal and statutory compliance, strategic thinking, and integrity.

Mr. Patel, by virtue of his professional background, experience in corporate law, taxation, auditing, and compliance, and his previous Board experience, meets the above requirements effectively. The Nomination and Remuneration Committee and the Board have accordingly recommended his appointment as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Patel confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also provided his consent to act as a Director in terms of Section 152 of the Act.

Further, Mr. Patel has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair his ability to discharge his duties as an Independent Director of the Company. He is not disqualified from being appointed as a Director under Section 164(2) of the Act, is not debarred from holding the office of a Director by any order of SEBI or any other regulatory authority, and has submitted all necessary statutory disclosures/declarations. His Directorships and Committee memberships are also within the statutory limits.

As per the provisions of Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, approval of the shareholders is required for his appointment either at the next general meeting or within three months from the date of appointment, whichever is earlier, by way of a Special Resolution.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Patel has enrolled his name in the online data bank maintained by the Indian Institute of Corporate Affairs.

Brief profile of Mr. Chirag Kantilal Patel:

Mr. Chirag Kantilal Patel holds a B.Com degree and is an intermediate-level Company Secretary (C.S.) professional. He has more than a decade of experience in the areas of company law, taxation, auditing, and corporate compliance. His professional journey includes his roles as Assistant Company Secretary at Zenith Healthcare Limited and Audit Assistant at Naresh J. Patel & Co., Chartered Accountants. He has worked extensively on matters related to company law, securities law, income tax, GST, and labor laws.

Mr. Patel's experience includes managing internal and external audits, liaising with legal and regulatory authorities, and contributing to governance frameworks. His independent directorship at Shriram Twistex Limited further reflects his ability to contribute meaningfully to Board deliberations and strategic oversight.

In the opinion of the Board of Directors, Mr. Patel is eligible for appointment as an Independent Director for a period of 5 consecutive years and fulfills the criteria laid down under the Companies Act, 2013 and rules made thereunder. He is also independent of the management of the Company.

In line with the Company's remuneration policy for Independent Directors, Mr. Patel will be entitled to receive sitting fees as approved by the Board and reimbursement of expenses for attending meetings of the Board and Committees thereof.

Except Mr. Patel, being an appointee, none of the Directors, Key Managerial Personnel(s), or their relatives are in any way concerned or interested financially or otherwise in this resolution.

The Board recommends Resolution No.3 as set out in the Notice for approval of the members by way of a Special Resolution.

Resolution No.4 :-

Ms. Sujata Mital was appointed as the Managing Director of the Company for a period of five years with effect from April 1, 2015. She was reappointed for a second term of five years effective April 1, 2020, which term expired on March 31, 2025.

In view of her extensive experience, strategic leadership, and contribution to the Company's sustained growth, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Ms. Sujata Mital as

Managing Director of the Company for a further term of five years, commencing from April 1, 2025 to March 31, 2030, on the same terms and conditions as currently applicable.

The reappointment is in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Sujata Mital satisfies all conditions for appointment as Managing Director under the applicable provisions of the Companies Act, 2013 and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The terms of reappointment are available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Sujata Mital and her relatives (to the extent of their shareholding, if any), are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for the approval of the Members as an Ordinary Resolution.

Annexure-A

(1) Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings

Particulars	Ms. Shamika Prashant Masurkar	Mr. Chirag Kantilal Patel	Mr. Vipul Gandhi
Director Identification Number	11078122	10682219	02729144
Nationality	Indian	Indian	Indian
Date of Birth	14/11/1986	19/04/1985	30/04/1987
Age	39	40	38
Date of Appointment /Re-appointment	30-04-2025	30-04-2025	30-04-2025 & Change in Designation - 01/07/2025
Relationship with Directors and Key Managerial Personnel	None	None	None
Expertise in specific functional area	Finance, Management and Strategic Investments	Information and Technology	Economics, Finance and Policy
Qualification(s)	B.Com	Chartered Accountant	Chartered Accountant
Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 years with effect from April 30, 2025 to April 29, 2030, not subject to retirement by rotation	Appointment as an Independent Director for a term of 5 years with effect from April 30, 2025 to April 29, 2030, not subject to retirement by rotation	Appointment as an Executive Director effect from July 01, 2025, subject to retirement by rotation
Remuneration last drawn (including sitting fees For FY25)	Rs.____/- (Sitting Fees)	Rs.____/- (Sitting Fees)	
Number of meetings of the Board/Committee attended during the financial year 2025-26	Board Meeting - 1	Board Meetings - 1	Board Meetings - 1
Board Membership in other Indian listed companies as on the date	Nil	Nil	Nil
Chairmanship of committees in other Indian listed companies as on the date	Nil	Nil	Nil
Number of shares	NIL	Nil	NIL

held in the Company as on date			
Listed companies from which the Director has resigned in the past three years	NIL	Nil	_____ Limited

Note:

The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.

(2) Details with respect to re-appointment of Ms. Sujata Mital as the Managing Director of the Company under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023:

Particulars	Details
Name	Ms. Sujata Mital
DIN	01826116
Reason for change viz. reappointment,	The Board of Directors of the Company has approved the re-appointment of Ms. Sujata Mital (DIN: 01826116) as the Managing Director (“MD”) of the Company for a period of 5 (five) years with effect from 01 April, 2025 to March 31, 2030 (both days inclusive), subject to approval of the shareholders of the Company at the ensuing Extraordinary General Meeting of the Company
Date of re-appointment and term	Date of Re-appointment – 01 April, 2025 Term -01 April, 2025 to March 31, 2030 (both days inclusive)
Brief profile	Ms. Sujata Mital serves as the Managing Director of Inditalia Refcon Limited, bringing over two decades of leadership and industry experience. Under her stewardship, the company has strengthened its position in the industrial refrigeration and infrastructure sector, demonstrating consistent growth and operational excellence. A results-oriented leader, Ms. Mital has been instrumental in driving strategic initiatives, enhancing corporate governance, and fostering innovation across the organization. Her commitment to sustainable business practices and stakeholder value creation has earned her wide recognition in the industry. Ms. Mital’s reappointment is in alignment with the company’s long-term vision and reflects the Board’s confidence in her continued leadership and contributions to the company’s success.

Particulars**Details**

Disclosure of relationships
between directors

Not related to any other director

Information as required
pursuant to BSE Circular with
ref. no. LIST/COMP/14/2018-19 and
the NSE Circular
no.NSE/CML/2018/ 24, both
dated 20 June 2018

Ms. Sujata Mital is not debarred from holding the office of director by
virtue of any SEBI order or any other such authority.

ATTENDANCE SLIP

**1/2025-26 EGM of Inditalia Refcon limited held/to be held on the
_____ at 11.00 AM at D1, Krishna CHS, Subhash Road,
Vile Parle (East), Mumbai 400057.**

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

FolioNo..... No. of Shares held :.....

Full Name(s) of Member / Joint Members

1.....

2.....

3.....

4.....

Full Name of the Proxy if attending the meeting :

I certify that that I am a Registered shareholder/proxy for the Registered Shareholder of the Company and I hereby record my presence at the Extra Ordinary General Meeting of Inditalia Refcon Limited held on _____ at _____ at D1, Krishna CHS., Subhash Road, Vile Parle (East), Mumbai –400057.

Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.

Proxy form (Form MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L28129MH1986PLC039591
Name of the Company : Inditalia Refcon Limited
Registered Office : 7 & 8 B, 2nd Floor, West View No.1, S.V.Road, Santacruz (W), Mumbai 400054
Corporate Office : D1, Krishna CHS, Subhash Road, Vileparle (East) Mumbai- 400057
Name of Member :
Registered Address :
E-Mail ID :
Folio No :

I/we, being the holder(s) of Shares of the above named company, here by appoint

- 1. Name :
Address :
E mail ID :
Signature :Or failing him
- 2. Name :
Address :
E mail ID :
Signature :Or failing him
- 3. Name :
Address :
E mail ID :
Signature :Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2025-26 Extra Ordinary General Meeting of the Company, to be held on **Wednesday 30th July 2025 at 11.00 am at D Wing, 1st Floor, Krishna CHS, Subhash Rd., Vile Parle (E), Mumbai 400057** and at any adjournment thereof in respect of such Resolution as indicated below:

Signed this.....day of..... 2025

..... Revenue Stamp

Signature of Shareholder(s) / Signature of Proxyholder

- Notes:**
- 1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
 - 2. A Proxy need not be a member of the Company.
 - 3. A person appointed as proxy shall not act as a proxy for more than 50 members or for more than 10% of the equity capital of the company.
 - 4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
 - 5. The form of Proxy confers authority to demand or join in demanding a poll.
 - 6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-12 Ballot Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L28129MH1986PLC039591
Name of the Company : Inditalia Refcon Limited
Registered Office : 7 & 8 B, West View Bldg. No.1, 309, S.V. Road,
Santacruz (W), Mumbai – 400054.

BALLOT PAPER				
Sr. No.	Particulars	Details		
1	Name of the First Named Shareholder (In Block Letters)			
2	Postal Address			
3	Registered folio No/*Client ID No. (*Applicable to investors holding shares in dematerialized for)			
4	Class of Share			
I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No	No of shares held by me	I assent to the resolution	I dissent from the resolution
1				
2				
3				
4				
5				
Place : Date: (Signature of the shareholder)				

BOOK-POST

REGD. OFFICE :

**7 & 8 B, West View Bldg. No.1,
309, S.V.Road, Santacruz (W),
Mumbai – 400054**

Email : ohminditalia@yahoo.com

Mobile : 9820308732

Web : www.ohminditalia.com

CORPORATE OFFICE:

**D1, Krishna CHS,
Subhash Road,
Vile Parle (East),
Mumbai 400 057**