

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **Continental Controls Limited** (the “Company”) will be held on Monday, May 5, 2025 at 12:00 pm through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) facility to transact the following business :

SPECIAL BUSINESS:

ITEM NO. 01

CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

- A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY'.
- B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as annexed with this Notice

RESOLVED FURTHER THAT any of the Directors of the Company 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 deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

ITEM NO. 02

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013

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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company – Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause

III(B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:

RESOLVED FURTHER THAT the existing Clause III (C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

The existing ‘Clause V’ be and is hereby stands deleted and replaced by:

IV. *The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and decrease the Capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being*

RESOLVED FURTHER THAT any of the Directors of the Company 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 deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

ITEM NO. 03

ALTERATION IN THE ARTICLE OF ASSOCIATION AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF THE EXISTING ARTICLE ASSOCIATION OF THE COMPANY

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 Section 14 of the Companies Act 2013, read with relevant rules made thereunder, (including statutory modification or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association in accordance with the Table F of the Schedule I of the Act, 2013 (with suitable modification) as per provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT any of the Directors of the Company 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 deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further

consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 04

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RAJNISH KUMAR PANDEY (DIN: 01096119) AS EXECUTIVE DIRECTOR OF THE COMPANY

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 149, 152, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Articles of Association of the Company and subject to other necessary approvals from the appropriate authorities and such conditions and modifications as may be prescribed or imposed while granting such approval, if any, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Mr. Rajnish Kumar Pandey (DIN: 01096119), who was appointed as an Additional Director in the capacity of an Executive Director of the Company, in the Meeting of the Board of Directors held on 12th April, 2025 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/EoGM/next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, for a period of one (1) year from 12th April 2024 up to 11th April 2026 (both days inclusive), liable to retire by rotation, on such terms and conditions as mentioned in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT any of the Directors of the Company 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 deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 05

TO CONSIDER AND APPROVE APPOINTMENT OF MR. RAJNISH KUMAR PANDEY (DIN: 01096119) AS WHOLE-TIME DIRECTOR AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Mr. Rajnish Kumar Pandey (DIN: 01096119) be and is hereby appointed as Whole-Time Director and a Key Managerial Personnel of the Company at a remuneration of Rs. 40,000 per month, for a term of one year with effect from April 12, 2025 on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

FURTHER RESOLVED THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors of the Company be and are hereby authorized to vary, alter or modify the designation of Shri Rajnish Kumar Pandey and the terms and conditions during the tenure of his appointment including remuneration and/or perquisites payable (if any) or to be provided (including any monetary value thereof) to him subject to the limits specified in schedule V to the Act and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time..

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary statutory, contractual or any other approvals, in relation to the above and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

ITEM NO. 06

APPOINTMENT OF MS. LUCY MAQBUL MASSEY (DIN: 09424796) AS NON-EXECUTIVE DIRECTOR AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.

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 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Ms. Lucy Maqbul Massey (DIN: 09424796), who was appointed as an Additional Director in the Meeting of the Board of Directors held on April 12, 2025 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/ EoGM//next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, for a term of Five (5) years i.e., from April 12, 2025 to April 11, 2030.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary for obtaining necessary statutory, contractual or any other approvals, in relation to the above and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

ITEM NO. 07

APPOINTMENT OF MS. CHETNA GUPTA (DIN: 02212440) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and Regulation 16(1)(b) and 25 and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Ms. Chetna Gupta (DIN: 02212440) who was appointed as an Additional Director in the Meeting of the Board of Directors held on 5th February, 2025 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/ EoGM/ /next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of One (1) year i.e., from February 5, 2025 to February 4, 2026.

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

ITEM NO. 08

APPOINTMENT OF MS. KHUSBU AGARWAL (DIN: 09847254) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and Regulation 16(1)(b) and 25 and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Ms. Khusbu Agarwal (DIN: 09847254) who was appointed as an Additional Director in the Meeting of the Board of Directors held on 5th February, 2025 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/ EoGM/ /next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent

Director, not liable to retire by rotation, for a term of One (1) year i.e., from February 5, 2025 to February 4, 2026.

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

ITEM NO. 09

APPOINTMENT OF MR ABHAY KUMAR SETHIA (DIN: 09721583) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and Regulation 16(1)(b) and 25 and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Mr Abhay Kumar Sethia (DIN: 09721583) who was appointed as an Additional Director in the Meeting of the Board of Directors held on 5th February, 2025 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/ EoGM/ /next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of One (1) year i.e., from February 5, 2025 to February 4, 2026.

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

ITEM NO. 10

AUTHORIZATION TO THE BOARD TO ENTER INTO RELATED PARTY TRANSACTIONS AS PER APPLICABLE LAW

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in ordinary course of business at arm's length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (LODR) Regulations, 2015 and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company.”

By Order of the Board of Directors
For **Continental Controls Limited**

Place : Mumbai
Date : 12.04.2025

Anushree Tekriwal
Company Secretary

NOTES:

1.	Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2024 dated September 19, 2024, read with General circular No.9/2023 dated September 25, 2023, General Circular No.10/2022 dated December 28, 2022, Circular No.02/2022 dated May 5, 2022, Circular No.21/2021 dated December 14, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.2/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') and SEBI vide its circulars dated October 3, 2024, October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 has permitted the holding of the Extra-Ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the EGM of the Company will be held through VC/OAVM. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
2.	Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3.	The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the Extra Ordinary General Meeting is annexed herewith.
4.	Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by PURVA.
5.	In terms of the provisions of Section 113 of the Companies Act, 2013, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below).
6.	The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7.	The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

	mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8.	<p>In compliance with the aforesaid MCA Circulars and SEBI Circulars, dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.</p> <p>In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at https://continentalcontrol.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. https://evoting.purvashare.com/.</p>
9.	Members are informed that in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote in the Meeting to be held through video conferencing.
10.	Relevant details in respect of Directors seeking Appointment/re-appointment at the EGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings are also annexed to this notice.
11.	Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. The 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting at said EGM has been fixed as 28 th day of April, 2025.
12.	<p>a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address</p> <p>b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.</p>
13.	The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company. The support of the Shareholders for the 'Green initiative' is solicited.

14.	Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
15.	<p>THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:</p> <p>a) The voting period begins on From 9.00 A.M. (IST) on 2.05.2025 and ends on At 5.00 P.M. (IST) on 04.05.2025. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28.04.2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.</p> <p>b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.</p> <p>c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.</p> <p>Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.</p> <p>In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.</p> <p>d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.</p> <p>Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:</p>
Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A

	new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- e) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
 - 2) Click on “Shareholder/Member” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- j) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- k) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- l) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- m) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n) Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@continentalcontrol.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM 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 system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

General instructions/information for Members for voting on the Resolutions :

1.	The voting period begins on 2 nd day of May, 2025 (9.00 AM) and ends on 4 th day of May, 2025 (5.00 PM). 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., 28 th April, 2025 as may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
2.	Voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e., 28 th April, 2025. 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 EGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3.	The procedure for e-voting at the EGM is same as the instruction mentioned above for remote e-voting.
4.	In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at https://evoting.purvashare.com/ , under help/FAQ section or write an email to evoting@purvashare.com .

5.	The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “e-voting” for all those members who are present at the EGM but have not cast their votes by availing the e-voting facility.
6.	Ms. Kala Agarwal (C.P. No. 5356 -, Membership No. FCS5976) of M/s. Kala Agarwal., Practicing Company Secretary, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7.	The Scrutinizer shall, after the conclusion of e-voting at the EGM, first count the votes cast vide e-voting at the EGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, within 48 hours of the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
8.	The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company https://continentalcontrol.in/ and on the website of Purva https://evoting.purvashare.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1:

Change of Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time-to-time proposals for business areas which would be profitable for the Company. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate embarking upon new projects and activities. This will enable the company to carry on its business economically and efficiently.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

The Board at its meeting held on April 12, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EoGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2:

Adoption of Memorandum of Association as per provisions of Companies Act, 2013

The existing Memorandum of Association (MOA) of the Company was based on the erstwhile Companies Act, 1956. The Alteration of MOA was necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting Objects under Clause III (C) – 'Other Objects' and rename Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The Board at its meeting held on April 12, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EoGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Resolution No. 2 of this Notice

ITEM NO. 3:

Adoption of Articles of Association as per provisions of Companies Act, 2013

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA. Therefore, adopted a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, if any, in the Special Resolution as set out at Resolution No. 3 of this Notice

ITEM NO. 4 and 5:

Pursuant to the Share Purchase Agreement dated March 6, 2024 ("SPA"), between the promoters of the Company (Continental Controls Ltd) and Onelife Capital Advisors Limited ("the Acquirer"), based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") has appointed Mr. Rajnish Kumar Pandey (DIN: 01096119) as an Additional Director in the capacity of Whole Time Director w.e.f 12th April 2025 for a period of One Years liable to retire by rotation. Also he shall be entitled to a remuneration of Rs. 40,000 per month in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto subject to approval of the shareholders of the Company.

Further as per the regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such appointment to be approved by the shareholders with in a period of three months from the date of appointment by the Board.

The NRC and the Board are of the view that Mr. Rajnish Kumar Pandey possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board consider that this association would be of immense benefit to the Company. Hence recommend to the shareholders for approval the resolutions as set out in item no.4 & 5 of Notice.

Interest of Directors and Key Managerial Personnel:

Except Mr Rajnish Kumar Pandey being an appointee, none of the Directors and Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

ITEM NO. 6:

Appointment of Non-executive Non-Independent Director

Pursuant to the Share Purchase Agreement dated March 6, 2024 ("SPA"), between the promoters of the Company (Continental Controls Ltd) and Onelife Capital Advisors Limited ("the Acquirer"), based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") has appointed Ms. Lucy Maqbul Massey (DIN: 09424796) as an Additional Director (Non-Executive, Non-Independent Director) for a period of 5 Years w.e.f. 12th April 2025 liable to retire by rotation.

Further as per the regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such appointment to be approved by the shareholders with in a period of three months from the date of appointment by the Board.

The NRC and the Board are of the view that Ms Lucy Maqbul Massey possesses the requisite skills and capabilities and his appointment would be of immense benefit to the Company. Hence recommended to the shareholders for approval of appointment of Ms. Lucy Maqbul Massey as Non-executive Director by passing the resolution as set out in item no.6 of Postal Ballot notice.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel , and their relatives, except Ms. Lucy Maqbul Massey is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7, 8 & 9 :

The Board had appointed Ms Chetna Gupta (DIN: 02212440), Ms Khusbu Agarwal (DIN: 09847254), and Mr Abhay Kumar Sethia (DIN: 09721583), as Additional Directors (each designated as Non-Executive of the Company at its Meeting held on February 5, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), basis the recommendation of the Nomination and Remuneration Committee of the Company Ms Chetna Gupta (DIN: 02212440), Ms Khusbu Agarwal (DIN: 09847254), and Mr Abhay Kumar Sethia (DIN: 09721583), will hold office up to the date of ensuing General Meeting ("EGM").

Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to 10 years, with a single term not exceeding 5 years. In compliance with the provisions of Section 149 of the Act, it is proposed to appoint Ms Chetna Gupta (DIN: 02212440), Ms Khusbu Agarwal (DIN: 09847254), and Mr Abhay Kumar Sethia (DIN: 09721583), as Independent Directors of the Company to hold office for a term of 1 year i.e. from February 5, 2025 to February 4, 2026.

Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia possess the relevant expertise and experience and fulfil the criteria applicable to Independent Director as stated in Section 149(6) of the Companies Act, 2013.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia for the office of Independent Director. In the opinion of the Board, Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia fulfil the conditions specified in the Act and are independent of the Management. For the information of Members, the Company has received a declaration from Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia that they are not disqualified to be appointed as Independent Directors under the Act.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia and accordingly recommends the ordinary resolution set forth in Item Nos. 7, 8 and 9 of the Notice for approval of the Members.

Save and except Ms. Chetna Gupta, Ms. Khusbu Agarwal and Mr. Abhay Kumar Sethia being the appointees, none of the Directors or Key Managerial Personnel of the Company including their relatives are in any way interested or concerned in the Resolution.

ITEM NO. 10 :

Your Company enters into related parties transaction in the ordinary course of business and are at arms length, proposed resolution is for your approval as a matter of abundant precaution in terms of proviso to Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder.

Your Directors recommend passing of the proposed resolution in the interest of the Company.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in said resolution.

By Order of the Board of Directors
For Continental Controls Limited

Place : Mumbai
Date : 12.04.2025

Anushree Tekriwal
Company Secretary

ANNEXURE TO THE NOTICE

Details Of Directors Seeking Appointment/Reappointment in the Extra Ordinary General Meeting.

Disclosures required under Section 196(4) of Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out at the end of this Notice.

1.	Item No.	4 and 5	6	7	8	9
2.	Name of the Director	Mr. Rajnish Kumar Pandey	Ms. Lucy Maqbul Massey	Ms Chetna Gupta	Ms Khusbu Agarwal	Mr Abhay Kr Sethia
3.	Director Identification Number	01096119	09424796	02212440	09847254	09721583
4.	Date of Birth	-	-	-	-	-
5.	Date of Appointment	12/04/2025	12/04/2025	05/02/2025	05/02/2025	05/02/2025
6.	Qualification	-	Adv. Lucy Massey is qualified Lawyer. She has completed LLM (Property & Crimes) from the University of Mumbai. She is a practicing advocate having over 8-10 years of experience in legal field. She has assisted various senior counsels in high profile and high stake cases. She has worked	-	-	

			with law firms as an assistant for over 5 years. She has acted as an advisor to several renowned people and organizations.			
7.	Experience	-		-	-	
8.	Terms and Conditions of Appointment and Re-appointment	As decided by the Nomination and Remuneration Committee and Board.	As decided by the Nomination and Remuneration Committee and Board.	As decided by the Nomination and Remuneration Committee and Board.	As decided by the Nomination and Remuneration Committee and Board.	As decided by the Nomination and Remuneration Committee and Board.
9.	Directorship of other public Companies (*)	-	-	3	8	3
10.	Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2025.	-	-	-	-	
11.	Chairman/Member of the Committee of Directors of other public Company of which he/she is Director as on 31st March 2025(**)	-	-	-	-	
12.	Shareholding in Equity Shares of the Company and % of the Holding	-	-	-	-	

(*) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(**) Audit Committee & Stakeholders Relationship Committee are considered.

By Order of the Board of Directors
For Continental Controls Limited

Place : Mumbai

Anushree Tekriwal

Date : 12.04.2025

Company Secretary

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CONTINENTAL CONTROLS LIMITED

- I.** The name of the Company is **CONTINENTAL CONTROLS LIMITED**.
- II.** The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of Registrar of Companies, Mumbai.
- III.** The objects for which the Company is established are:
- A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products including cloud hosted business platforms and computer application products, systems, peripherals and materials, and to undertake the business of system and network integration and development, product application and development, computer maintenance and technical support services, internet access, networking and electronic media, telecommunication and web commerce application services.
 2. To carry on the business of manufacturing, designing, buying, selling, reselling, importing, exporting, exchanging, hiring, distributing, supplying, subcontracting, altering, improving, assembling, cleaning, servicing, reconditioning, renovating, developing, modifying, finishing of automated/ semi=automated/ robotic machines, cranes, jigs & fixtures, dies for material handling as well as for general applications and to act as stockiest, franchisers, agents, brokers, lessors, warehouses, wholesalers, retailers, job workers or to deal in all types, varieties, models, shapes, sizes, specifications, descriptions, applications and uses of replacement parts, spare parts, systems assemblies, accessories, tools implements, motors, power units, transmission and propulsion systems chassis, bodies, substances equipment, dies, jigs, structures, mould, gauges, beams, and other goods, articles and things for special purpose machine and other general components and parts.
 3. To carry on the business of system integration of industrial automation products, Home automation products, industrial robotics system, domestic ROBO, Industrial ROBO, Cleaning ROBO, Humanoid Robotics, Wireless Data communication device, Wi-Fi Device , Android smart phones , Tablets, Android Desktop computer, Android Touch screens, Radar Device, product designs to manufacture, sell, export, import and deal in industrial automation and home automation hardware and installations of product designs. To carry on the business of consultancy and advise in designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance for start- up, commencement and expansion programme and to act as technical and software development consultants in India and abroad.
 4. To obtain membership, licenses and permissions and render all types of corporate and other advisory services in India and Overseas such as capital structuring, funds structuring, syndication of capital and Funding requirements, investments and portfolio advisory and management services in accordance with SEBI (Portfolio Managers) Regulations, 1993, merchant banking services in accordance with the SEBI (Merchant Bankers) Regulations, 1992, Share Broking services with any recognized Stock Exchange(s), Clearing Member(s), Depository services, currency

and forex activities, commodity activities, wealth advisory services and to carry on in India or elsewhere the business of technical, legal, financial and management consultants, advisers, innovators, software designer, marketers, fund managers, administrators, agents and to enter into collaborations, joint venture agreements in India and with companies abroad.

5. To undertake the activities as a Depository Participant and for that purpose to obtain the membership of the Depositories in India and Overseas, and to do all such things as may be advised, permitted or required for this purpose in accordance with prevailing Act/ Regulations/ Laws and to act as consultants, advisers, innovators, system designers, designers developers and implementers of new products, calculation and fixation of premium rates, surrender values, profit testing, valuation of portfolio, recommendations for re-structuring of portfolios, arrange and advice on re-insurance, valuation of liabilities.
6. To carry on the business of mutual funds, asset management Company, act as sponsor and undertake other related activities as defined under Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:

7. To establish, provide, perform consultancy services in the field of information technology, systems engineering, related technical and commercial consultancy services, import and export of know-how in the field of computers, artificial intelligence and other related fields and to develop technical expertise for providing technology and technical know-how in the field of computers and information technology within India and globally
8. To develop and maintain an infrastructure in India and globally for the recruitment, training and sourcing of highly qualified data processing professionals on all levels of expertise dedicated to on-site projects internationally.
9. To provide turnkey systems development system/network integration and conversion/migration on various software/hardware platforms.
10. To carry out research and development on state-of-the-art technology in software development and methodologies.
11. To carry on the business of providing all kinds of services including Information technology based and enabled services, electronic remote processing, e-services, including all types of Internet based/web enabled services, software and application development and maintenance, consulting and enterprise business solutions, back-office transaction processing, customer care, product support and technical help desk, and, transaction processing, fulfillment services, business support including but not limited to providing related services of all kinds and description to establish and operate service processing centres for providing services for back office and processing requirements, contracting and communicating to and on behalf of customers by voice, data image, letters using dedicated domestic and / or international private lines; and to handle business process management, remote help desk management, remote management; remote customer interaction, customer relationship management and customer servicing through call centers, email based activities and letter / facsimile based communication, knowledge storage and management, data management, warehousing search, Integration and analysis for financial and non-financial data.
12. To employ experts to examine into the conditions, prospects value, character and circumstances of any business concerns undertaking and generally of any assets, property or rights for the purpose of the business of the Company.

13. To acquire from any person or firm or body corporate or association of person or body of individuals or joint venture whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layout and blue-prints, useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or license another rights and benefits in the forgoing matters and things.
14. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner whatsoever in all type of goods, materials and commodities on retail as well as on wholesale basis in India or elsewhere through internet or any other channel and all type of e-commerce business in all goods and services, merchandise, vide business to business (b2b), business to customer (b2c), customer to customer (c2c) and providing services in Payment gateways, Portals, Vortals, Internet Marketing, Electronic Publishing.
15. To act as manager, Administrator, Trustees, Market makers, Brokers, Advisers, Agents, System Designers and developers for all types of Insurance products, Banking Products, Financial and Money Market Instruments, and securities of all descriptions and to develop and promote new financing instruments of all kinds whether for capital or money markets or for any other purpose and to appoint experts, consultants, brokers, commission agents and provide for their remuneration.
16. To carry on and engage in the business of providing consultative and technical services, conceive, create, establish, distribution channels and networks relating to the business of the Company or related business or any other business or activity, by way of market survey, preparing feasibility and project reports, and to enter into any arrangements of licensing, clearing, brokerage, technical business or financial collaboration with any other or concern, for similar or mutual benefit or in-taking or outflowing of know-how, whether existing or newly developed techniques, including any rights or special methods and trade secrets.
17. To provide or assist in obtaining, directly or indirectly, advice or services in various fields such as management, finance, investment, technology, administration, commerce, law, economics, labour, human resources development, industry, public relations, statistics, science computers, accountancy, translation, fund management, foreign exchange dealings, quality control, processing, strategic planning and valuation, all types of financial services, to give advice and/or offer, give, take, circulate and/or otherwise organize, accept or implement and takeover bids, boughtout deals, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business concern, undertaking, Company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern, or otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or setting up of concerns and undertakings whether as Company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.
18. To undertake investment, to acquire any shares, stocks, debentures, debenture-stocks, bonds, mortgage, obligations and other securities by original subscriptions, tender, purchase exchange or otherwise, to acquire by purchase, lease, exchange, rent or otherwise and deal in lands, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with lands so situated and to turn the same to account as may be deemed expedient by consolidating or connecting or sub-dividing properties, leasing, letting or renting, selling outright or by installments, on ownership, hire purchase basis or otherwise and/or disposing of the same on any other terms and conditions for the purpose of the business of the Company.

19. To establish branches, franchises all over India and in other parts of the world in order to carry on the business of the Company as stated in the main object.
20. To improve, manage, develop, exchange, lease, rent mortgage enfranchise, abandon, dispose of turn to account or otherwise deal with all or any part of the property and right of the Company.
21. Subject to Rules and directives issued by Reserve Bank of India, to borrow or raise or secure the payment of money or to receive money or deposit at interest for any of the purpose of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture, or debenture-stocks convertible into shares of this or any other Company or perpetual annuities and as security for any such money as borrowed, raised or received for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
22. To form, constitute, float, lend money to assist and control companies, associations or undertaking whatsoever.
23. To undertake market research and surveys and studies of all kinds in order to promote the business of the Company.
24. To establish, promote or concur in establishing or promoting any Company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
25. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
26. To insure any other Company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
27. To purchase, take on lease or in exchange or otherwise acquire any land, buildings and hereditaments of any tenure or description situated at any place in India or elsewhere whether for residential, business, commercial, manufacturing or other purposes and any rights, easements, advantages and privileges relating thereto and any estate or interest therein and any rights over for connected with land so situated and to turn the same to account as may seem expedient and in particular by preparing buildings sites and by constructing, reconstructing, decorating, improving, altering, furnishing and maintaining offices, flats, houses, tourist resorts, hotels, restaurants, colleges, factories, warehouses, shops, garages, sheds, buildings residential, commercial and industrial premises, work and convenience of all kinds and by consolidating or connecting or sub-dividing properties, and by leasing letting and otherwise renting, selling disposing of the same.
28. To manage land, buildings and other property situated as aforesaid, whether belonging the Company or not, and to collect rent and income and to supply to tenants and occupiers and others, refreshments, attendances, messengers, light, waiting rooms, reading-rooms, meeting-rooms, lavatories, laundry, conveniences stables and other advantages.
29. To acquire and take over any business or undertaking carried on, upon or in connection with any land or building which the Company may desire to acquire as aforesaid or become interested in, or the whole or any of the assets and liabilities of

such business or undertaking and to carry on the same, or to dispose of, remove, or put an end, thereto or otherwise deal with the same as may seem expedient.

30. To carry on the business of designers, consultants and estimators in respect of the activities stated herein.
31. To develop any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, letting on building lease or building agreement and by consolidating, connecting or subdividing properties by leasing and disposing of the same and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others and also by promoting immigration, establishing towns villages and settlements.
32. To sell, exchange, let out, grant, leave and Licence or otherwise dispose of all flats, tenants, garages, godowns, factory premises, warehouses and all other premises constructed by the Company at such price, rent or compensation and on such terms and conditions as the Directors may think fit.
33. To construct, carry out, support, maintain, manage, work, operate, commission, control and superintend water works, gas works, reservoirs, roads, sewerage projects, etc. churches, chapels, parks, schools, museums, places, of recreation, resources, baths, Wash houses, and any other works and convenience which may seem directly or indirectly conducive to any of the objects and to contribute to or otherwise aid or take part in the construction, carrying out, support, maintenance, improvement, management, working, operating, controlling and superintending the same.
34. To design and construct foundations of multistoreyed structures, bridges, sand drains, relief wells, to design and construct marine structures like jetties, wharfs, large bridges, ore and oil births, quays, bridges, aquaducts and other similar structures.
35. To undertake and carry out subsoil investigation for industrial and residential structures, bridges, major and minor irrigation and hydro-electric projects, jetties, Wharfs, quays, aquaducts and other structures by the use of modern shell and auger, diamond core drilling and or bored pilling equipment.
36. To conduct detailed laboratory tests on undisturbed soil samples and on rock cores and submit recommendations for different types of foundations and the foundation treatment that may be necessary.
37. To treat foundations of dams in connection with irrigation and Hydro-Electric Projects by drilling holes and grouting the same with cement, cement and bentonite or suitable chemicals.
38. To drill holes, prepare and hole cables made out of strands of high tensile wire anchoring these and stressing the same to stabilize foundations of dams, dock walls, multistoreyed structures, their shear walls, basement rafts, floors of swimming pools and other similar structures for enhancing the activities of the Company.
39. To adopt such means of making known the products of this Company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
40. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit ex-employees of this Company or its predecessors in business, or the dependents or connections of

such persons and to grant pensions and allowances and to make payment towards insurance aid, to subscribe or guarantee money for charitable or benevolent object or for any exhibition or for any public, general or useful objects.

41. To enter into partnership or into any arrangement for sharing profits or losses of for any union of interest, joint adventures, reciprocal concession or Co-operation with any person or persons or Company or companies carrying on, engaged in, or about to carry on, or engage in or being authorized to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
42. To promote and form and be interested in and take hold, dispose of shares in any other Company having objects altogether similar or in parts to those of this Company and carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to subsidise or assist any such Company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of the share, stock debentures, debenture stock or other security of such Company and to transfer to any Company and to take or otherwise acquire, hold and dispose shares, debentures and other securities of any such Company.
43. To borrow or raise moneys or loans for the purpose of Company by promissory notes, bills or exchange, hundies or other negotiable or transferable instrument or by mortgage or debentures or by debenture stock perpetual or otherwise charged upon or any of the Company's Properties (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities upon such terms as the Directors may deem expedient or in such other manner as may be deemed expedient and also to take moneys on deposit on interest or otherwise or to lent moneys to customers or others having dealing with the Company and to guarantee the performance of contracts by such persons and to make advances upon or for the purchase of raw materials, goods, machinery, stores and other articles required for the purposes of business of the Company and to pay a commission to or otherwise remunerate any Company or person for services rendered in placing or assisting to place any of shares in the capital of the Company or any debentures or other securities of the Company.
44. To sell or dispose of the property or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part, similar to those of the Company.
45. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
46. To lend money either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit and in particular to persons undertaking to build on or improve any property in which the Company is interested and to the securities.
47. To lend money either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit and in particular to persons undertaking to build on or improve any property in which the Company is interested and to the securities.
48. To promote the considerations and discussion of all question affecting the building trade (which expression in the memorandum includes the trade of builders and of contractors) for the execution of public and private works and all ancillary and allied trades and every branch of any such trade and generally to watch over and protect the interest of persons engaged in the building trade.

49. To sell, re-sell, exchange and repurchase mortgage or let on lease for any terms of years of hire any land, buildings, plant machinery, factories or premises belonging to the Company or which may be deemed necessary or convenient for the purpose of Company's business, parts or in whole as may be thought desirable and generally to do and perform all such other acts and things as may be incidental or conducive to the attainment of all or any of the above objects or as may be considered by the Directors to be for the interest of the Company.
50. To carry on any other trade and business which may seem to the Company of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value or render profitable any of the Company's properties or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property moveable or immoveable belonging to the Company or in which the Company may be interested.
51. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise charged upon all or any of the properties both present and future including its uncalled capital ad to purchase, redeem or to pay off any such tenants, builders and contractors.
52. To apply for tender, purchase or otherwise acquire any contracts sub-contracts, licences and concessions for or in relation to the objects on business herein mentioned or any of them and to undertake, execute, carry out, dispose of otherwise turn to account the same.
53. To take or otherwise acquire and undertake the whole or any of the business property or liabilities of any person or Company or hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
54. To subscribe or contribute or otherwise to assist or to pay moneys or to guarantee moneys to charitable, benevolent, religious, educational scientific, national or other institutions or Company.
55. To promote any allied Company or companies for the purpose of acquiring all or any of the properties rights and liabilities of this Company or which may seem directly or indirectly to benefit this Company.
56. To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
57. To give any guarantee to or provide any Security in connection with a loan made by any person to or to any other person by any director of the Company or any partner or relatives of any such director or by any firms or a private Company in which the director is interested.
58. To sell, improve, manage, develop, exchange, lease, mortgage, enforanchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
59. To pay for any properties or rights acquired by the Company whether in cash or fully paid up shares or partly in one or more and in the other and generally or such terms as the Company may deem fit.
60. To sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

61. To undertake and execute any trusts the undertaking of which may deem to the Company desirable.
62. To distribute any of the properties of the Company in specie among the members as provided by the Companies Act, 1956 in the event of winding up.
63. To do all or any of the above things in any part of the world as principals, contractors, sub-contractors, trustees or otherwise and by and through trustees, agents or otherwise and either along or in conjunction with others and do all such things as are incidental or conducive to the attainment of the above objects, or any of them.

IV. The liability of the members is limited.

- V. The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and decrease the Capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being
