

CROWN TOURS LIMITED

Regd. Office: Shop-10, PL-22 Lakhani Dolphin Sector-13, New Panvel.

Raigarh, Navi Mumbai-410206 (Maharashtra)

CIN: L63040MH1989PLC364261

Tel.: 022-27469921

Website: www.crownjaipur.org, E-mail: finance@crownjaipur.org

ADDENDUM TO THE NOTICE

32nd ANNUAL GENERAL MEETING

Addendum to the Notice dated 08th September, 2021 convening 32nd Annual General Meeting of Crown Tours Limited scheduled to be held on Thursday, 30th September, 2021 at 11:00 A.M. at Shop-10, PL-22 Lakhani Dolphin Sector-13, New Panvel, Raigarh, Navi Mumbai-410206 (Maharashtra):

Notice is hereby given that pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the following item of business is added in the aforesaid Notice as Item No. 9 to Item No.11 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated **08th September, 2021** and the notes provided therein:

SPECIAL BUSINESS

9. Appointment of Mr. Praveen Kumar Munta as Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Praveen Kumar Munta (DIN: 09310290)**, who was appointed as an additional director, with effect from 20th September, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose **Mr. Praveen Kumar Munta** candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of Five years from 20th September, 2021 to 19th September, 2026 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.

10. **Appointment of Mr. Ravi Sellappan as Independent Director of the company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Ravi Sellappan (DIN: 03301837)**, who was appointed as an additional director, with effect from 20th September, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose **Mr. Ravi Sellappan** candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of Five years from 20th September, 2021 to 19th September, 2026 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.

11. **RELATED PARTY TRANSACTION**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment(S) thereof for the time being in force) and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Members of the Company be and is hereby accorded to Board of Directors of the Company to enter into the related party transactions by the Company with the related party for the maximum amounts per annum as set out under item 11 of the explanatory statement annexed to this notice with related parties as defined under various provisions of the Companies Act, 2013 and as per applicable accounting standards.

“RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

By Order of the Board
For CROWN TOURS LIMITED

RANJITH SOMAN
(Managing Director)

Place: Raigarh, Navi Mumbai
Date: 20/09/2021

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item No. 9 and 11 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. Addendum to Notice of AGM along with all relevant documents has been uploaded on the website of the Company at www.crownjaipur.org. The Addendum to Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The Addendum to AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours up to the date of AGM.
4. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the brief resume/details of the persons as mentioned in item 9 and 10 are annexed hereto.
5. All the processes, notes and instructions relating to attending AGM and e-voting set out for and applicable for the ensuing 32nd AGM shall mutatis-mutandis apply to attending AGM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

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

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

Item No. 9

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed **Mr. Praveen Kumar Munta (DIN: 09310290)** as an Additional Director (Non-executive Independent director) for a period of 5 years with effect from 20th September, 2021 subject to approval of the Members of the company in general meeting, not liable to retire by rotation.

Considering his knowledge and skill Nomination & Remuneration committee had recommended his name for the office of director, not liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. The declaration under Section 149 for independence has also been received by the Company. In the opinion of the Board, Mr. Praveen Kumar Munta fulfills the conditions specified in the Act/Regulation. The Board recommends the Special Resolutions set out at item No. 9 to the addendum to Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the addendum to Notice.

No Director, Key Managerial Personnel and their relatives are interested in resolution.

Item No. 10

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed **Mr. Ravi Sellappan (DIN: 03301837)** as an Additional Director (Non-executive Independent director) for a period of 5 years with effect from 20th September, 2021 subject to approval of the Members of the company in general meeting, not liable to retire by rotation.

Considering his knowledge and skill Nomination & Remuneration committee had recommended his name for the office of director, not liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. The declaration under Section 149 for independence has also been received by the Company. In the opinion of the Board, Mr. Ravi Sellappan fulfills the conditions specified in the Act/Regulation. The Board recommends the Special Resolutions set out at item No. 10 to the addendum to Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the addendum to Notice.

No Director, Key Managerial Personnel and their relatives are interested in resolution.

Item No.11

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 and listing regulations that govern the Related Party Transactions, requires that for entering into any contract or arrangements as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transactions exceeding prescribed amount approval of the shareholders.

In the light of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2 (76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Listing regulations are as under:

| S. No. | Type of Transaction | Name of Related Party | Nature of Relationship | Nature Material Terms and Particulars of Contract or Arrangements | Maximum Limit (Rs. in Crore) | Any Other Information |
|---------------|--------------------------------------|--|--|--|-------------------------------------|------------------------------|
| 2 | Rendering services or works contract | Beaver Infra Consultants Private Limited | Private company in which director or their relatives are interested. | Assignment basis from time to time | 2.00 | - - |

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as stated in resolution and table above.

The Board recommends passing of the relevant Special Resolution as mentioned at item No. 11 of the Notice

None of the Directors, Key Managerial Personnel and their relatives except Mr. Ranjith Soman, Dr. Veena Ranjith and Mr. Rajat Ranjith are interested in resolution.

By Order of the Board
For CROWN TOURS LIMITED

RANJITH SOMAN
(Managing Director)

Place: Raigarh, Navi Mumbai
Date: 20/09/2021

Annexure

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be appointment is given below and forms part of the addendum to notice.

Item No. 9: Profile of Praveen Kumar Munta:

| Sr. No. | Nature of Information | Particulars |
|---------|---|---|
| 1. | Name | Praveen Kumar Munta |
| 2. | Date of Birth | 15/06/1970 |
| 3. | Age | 51 |
| 4. | Brief Resume including experience | He has experience of around 12 years in various infra structure projects. |
| 5. | Date of first appointment | 20/09/2021 |
| 6. | Qualification | Graduate |
| 7. | Nature of expertise in specific functional area | Expertise in Civil Projects |
| 8. | Relationship with other Directors, Managers and other Key Managerial Personnel of the company | Independent |
| 9. | Shareholding in the Company | Nil |
| 10. | Directorship in other Companies | Nil |
| 11. | Chairmanship / Membership of Committee of Board of Directors of other Companies | N.A. |
| 12. | No. of board meetings attended during the year 2019-2020 | Nil |
| 13. | Terms and conditions of appointment or re-appointment | N.A. |
| 14. | Remuneration sought to be paid | N.A. |

Item No. 10: Profile of Ravi Sellappan:

| Sr. No. | Nature of Information | Particulars |
|----------------|--|---|
| 1. | Name | Ravi Sellappan |
| 2. | Date of Birth | 14/02/1967 |
| 3. | Age | 54 |
| 4. | Brief Resume including experience | Over the last 10 years has earned the reputation of being a leading name in irrigation and tunnel construction works. Engineering and constructions beside with well experienced Engineers, Field staff, Modern Plant, equipment and upright crew for handling drilling & Blasting, mass concrete, structural and reinforcement steel works etc. Apart from perfect plant and equipment capacity for heavy logistic management etc. |
| 5. | Date of first appointment | 20/09/2021 |
| 6. | Qualification | Graduation |
| 7. | Nature of expertise in specific functional area | Service Provider of tunnel construction, industrial tunnel construction & barrage. |
| 8. | Relationship with other Directors, Managers and other Key Managerial Personnel of the company. | Independent |
| 9. | Shareholding in the Company | NIL |
| 10. | Directorship in other Companies | 1.Sri Saravana Infra Associates Private Limited |
| 11. | Chairmanship / Membership of Committee of Board of Directors of other Companies | NIL |
| 12. | No. of board meetings attended during the year 2020-2021 | NIL |
| 13. | Terms and conditions of appointment or re-appointment | N.A. |
| 14. | Remuneration sought to be paid | N.A. |