

The background is a blurred photograph of a business meeting. Several people in professional attire are seated around a table. Overlaid on this image are large, semi-transparent geometric shapes: a grey triangle in the top right, a white triangle in the bottom left, and two orange trapezoidal shapes, one in the top left and one in the bottom right. The text is centered in a white, serif, all-caps font.

NOTICE OF 23RD ANNUAL GENERAL MEETING [“AGM”]

E FACTOR EXPERIENCES LIMITED

CIN: L92199DL2003PLC118285

Corporate Office: A-49, Sector-67, Noida, Gautam Buddha Nagar, U.P. 201301

Registered Office: 101-A, Kundan Kutir, Hari Nagar, Ashram New Delhi 110014

Website: www.efactorex.com **Email id:** info@efactorex.com

NOTICE OF 23rd ANNUAL GENERAL MEETING ("AGM")

Dear Member(s),

Notice is hereby given that the 23rd Annual General Meeting (AGM) of the members of E Factor Experiences Limited ("the Company") will be held on Friday, 26 Sept, 2025, at 12:30 PM (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Reports of the Board of Directors and Auditors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

2. To declare a final dividend of Rs.1.20/- (Rupees One and Twenty Paise only) per Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each (i.e. 10% on the face value of Equity Share) of the company for the Financial Year ended March 31, 2025, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, dividend of Rs. 1.20/- per equity share of face value of Rs. 10/- each, as recommended by the Audit Committee and Board of Directors of the Company, be and is hereby approved and declared for the financial year ended March 31, 2025."

3. To appoint a Director in place of Mr. Jai Thakore (DIN:00638605), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for reappointment, 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 152 and other applicable provisions of the Companies Act, 2013, Mr. Jai Thakore, Whole-time Director (DIN:00638605), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. SAMIT GARG AS THE MANAGING DIRECTOR 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 in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company

be and is hereby accorded for re-appointment of Mr. Samit Garg (DIN: 00779016) as Managing Director and Key Managerial Personnel of the Company, for a period of 5 (Five) years with effect from March 20, 2026 to March 19, 2031 (both days inclusive) on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Samit Garg.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, Mr. Samit Garg (DIN: 00779016), Managing Director shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT Mr. Samit Garg, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

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

5. RE-APPOINTMENT OF MR. JAI THAKORE AS WHOLE TIME DIRECTOR 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 in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company as may be required, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Jai Thakore (DIN: 00638605) as Whole time Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from March 20, 2026 to March 19, 2031 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Jai Thakore.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, Mr. Jai Thakore (DIN: 00638605), Whole time Director shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration.

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

6. RE-APPOINTMENT OF MRS. ARUNA GARG AS WHOLE TIME DIRECTOR.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such

conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Aruna Garg (DIN: 07020206) as Whole time Director of the Company for a period of 5 (Five) years with effect from March 20, 2026 to March 19, 2031 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mrs. Aruna Garg, who has attained the age of seventy seven years.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, Mrs. Aruna Garg (DIN: 07020206), Whole time Director shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration.

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

7. ALTERATION IN THE OBJECT CLAUSE OF THE MOA OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies and/or such other statutory or regulatory authorities as may be required, consent of the Members of the Company be and is hereby accorded to alter the **Clause III(A)** of the Memorandum of Association of the Company by inserting the following new sub-clauses numbered **7, 8, 9 and 10** after the existing sub-clauses numbered **1, 2, 3, 4, 5 and 6** respectively:

7. To carry on the business of executing work contracts, EPC (Engineering, Procurement, and Construction) projects, and turnkey solutions including but not limited to museums, cultural centers, interpretation centers, art galleries, exhibition spaces, memorials, and heritage sites, including civil construction, interiors, content development, display systems, lighting, audiovisual integration, digital experiences, and allied services.
8. To carry on the business of designing, developing, producing, installing, operating, and maintaining multimedia, experiential, and immersive projects, including but not limited to sound and light shows, projection mapping, interactive installations, AR/VR-based experiences, holography, dome shows, audiovisual exhibits, digital storytelling, 3D/4D content, simulation environments, and technology-driven visitor experiences across tourism, culture, heritage, museums, events, educational institutions, government projects, and public spaces.
9. To carry on the business of designing, developing, producing, installing, operating, and maintaining permanent experiential installations, including but not limited to interactive exhibits, immersive environments, digital storytelling zones, scenographic displays, augmented or virtual reality experiences, and other technology-integrated spaces, for use in museums, interpretation centers, memorials, cultural institutions, tourism destinations, public spaces, and educational environments.
10. To carry on in India and abroad the business of conceiving, developing, creating, designing, formulating, innovating, producing and owning Intellectual Property and proprietary concepts, including but not limited to event formats, experiences, retreats, exhibitions, shows, cultural and lifestyle properties, artistic works, designs, creative content, brands, trade names, trademarks, service marks, logos, software, audio-visual content, literary works and other intellectual creations of every kind and description. To acquire, establish, register, hold, protect, preserve, improve, promote, market, franchise, license, assign, transfer, sell or otherwise commercialize such Intellectual Property and proprietary concepts in any manner, and to organize, host, manage, operate and exploit such properties directly or through collaborations, joint ventures, strategic alliances, Public-Private Partnership (PPP) models or other arrangements with government authorities, public sector undertakings, private entities, institutions, agencies or any other bodies in India and abroad

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters, and things as may be considered necessary, proper, expedient, or incidental for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and making such modifications, amendments, or substitutions as may be required by the statutory/regulatory authorities.

**By the Order of the Board of Directors
of E Factor Experiences Limited**

Sd/-

**Name : Samit Garg
Managing Director**

Place : Delhi

Date : 26/08/2025

NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.efactorexpress.com. The Notice can also be accessed from the websites of the Stock Exchanges www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 23rd Sept 2025 at 9:00A.M. and ends on 25th Sept, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th Sept 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th Sept 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

6.

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring User id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 mukesh@efactorexpress.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to mukesh@efactorexpress.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 depository account maintained with Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mukesh@efactorexpress.com. The same will be replied by the company suitably.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

1. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at mukesh@efactorexpress.com. Questions/queries received by the Company till 5:00 p.m. on Tuesday, 23/09/2025, shall only be considered and responded during the AGM.
2. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

DIVIDEND RELATED INFORMATION:

1. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of approval at AGM to all Beneficial Owners in respect of equity shares as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on 19th Sept 2025, i.e. the record date finalised for this purpose;

2. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
3. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant / demand draft to such shareholder by post.
4. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020, shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
 - a) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2025-26 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received by them during financial year does not exceed Rs.5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2025-26.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm or HUF)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met; no TDS shall be deducted.

- b) For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following
 - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
 - Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
 - Self- Declaration certifying the following points:
 - (i) Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
 - (ii) Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company.
 - (iii) Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - (iv) Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and Member does not have a taxable presence or a permanent establishment in India during the financial year 2025-26.

5. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.
6. Accordingly, in order to enable us to determine the appropriate TDS/withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Friday, 19th September 2025.
7. Kindly note that the aforementioned documents are required to be submitted at mukesh@efactorex.com on or before Friday, 19th September 2025 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Friday, 19th September 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.
8. We shall arrange to e-mail the soft copy of TDS certificate to you at your registered e-mail ID in accordance with the provisions of the Income Tax Act, 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
9. The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.
10. Members are requested to contact RTA /Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed Unclaimed / Unpaid dividend history for transfer to IEPF shall be made available on 'Investor Relations' page on the website of the Company at <https://efactorex.com>

OTHERS:

11. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the Annexure" to the Notice.
12. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Secretarial Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through e-mail at mukesh@efactorex.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out in detail all material facts relating to special item of Businesses as mentioned in accompanying Notice:

ITEM NO. 05

Mr. Samit Garg was appointed as the Managing Director of the Company for a period of three years with effect from March 20, 2023, post approval of the Members of the Company. The present term of Mr. Samit Garg will expire on March 19, 2026

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Samit Garg as the Managing Director of the Company for a further period of 5 (Five) years commencing from **March 20, 2026**, upon expiry of his present term, subject to approval of the members in ensuing Annual General Meeting on the terms and conditions including remuneration in the scale of **₹4,00,000 to ₹15,00,000 per month**, as approved by the Board..

Brief Profile and the main terms and conditions for the re-appointment of Mr. Samit Garg as Managing Director (MD), are as follows:

i) Brief Profile

Mr. Samit Garg aged 53 Years is the Managing Director and founder of E Factor Experiences Ltd, serving on the Board of Directors since its inception in 2003. He has over two decades of experience having organized the luxury events market in India into a well-formed industry. Samit is also actively working to curate and develop superlative and sustainable heritage tourism experiences for the global audience.

Mr. Samit Garg visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Samit Garg as Managing Director of the Company.

ii) Other Listed Companies in which he is a Director and the member of Committees of the board: NIL

iii) Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Other Company: NIL

iv) No. of the Board Meetings of the Company attended during FY 2024-25:6 (Six)

v) Relationship with Other Directors inter se: Mr. Samit Garg is son of Whole-Time Director of the Company, Mrs. Aruna Garg.

vi) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Samit Garg, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 5 years, by way of Salary, Benefits, Perquisites and Allowances as specified below, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

vii) Nature of Duties

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I. GENERAL INFORMATION	
1) Nature of industry	Event Management Business
2) Date or expected date of commencement of commercial production	The Company is in operation since the date of its incorporation.
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4) Financial performance based on given indicators as per Audited Financial Statements for the Year ended on March 31, 2025	Revenue from Operations: 16366.28 lacs Profit/(Loss) Before Tax: 2698.89 lacs Profit/(Loss) after Tax: 2014.26 lacs
5) Foreign investments or collaborations, if any.	The Company has not made any foreign investment neither it has entered into any foreign collaborations.
II. INFORMATION ABOUT THE APPOINTEE	
1) Background details	Mr. Samit Garg (DIN: 00779016) is a co-Founder and Managing Director of E Factor Experiences Ltd, serving as MD since March 20, 2023 and with the Board since January 2, 2003. He holds a bachelor's in commerce (Lucknow University, 1992), an MBA (Jaipuria Institute of Management, 1996) and recently completed the INSEAD ILPSE program (2023-24). He has over two decades of experience in the Experiential Tourism and Event Management space.
2) Past remuneration	Rs. 4,00,000/- per month. This includes salary and any variable incentives as permitted under Board and shareholder approvals.
3) Recognition or awards	EEMA Presidency: Elected unopposed as President of the Event & Entertainment Management Association in 2022, re-elected in 2024. Global Appointment: Joined the World Experience Council under WOX in late 2024. Industry Speaker: Keynoted at the 6th BW Applause Awards (Oct 2024), highlighting growth trends and innovation.
4) Job profile and his suitability:	As MD & Co-Founder, Mr. Samit Garg leads E-Factor's strategic direction - driving business development, overseeing operations, and establishing experiential IPs and partnerships. His stewardship has positioned the company as a frontrunner in destination branding, cultural storytelling, and large-scale experiences. His deep industry roots, global outlook, and strong leadership make him highly fit for the role.

5) Remuneration Proposed	Rs.4,00,000 per month with the flexibility to Board of Directors to revise the remuneration up to Rs. 15,00,000 per month.
6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Samit Garg, the responsibilities shouldered by him, growth in turnover and profits of the Company and the industry benchmarks, the remuneration proposed to be paid is
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Samit Garg directly holds approximately 21.31% of the company's equity but does not receive any additional pecuniary benefits beyond approved remuneration. He is son of the whole time Director
I. OTHER INFORMATION:	
1) Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 2014.26 Lakhs during the year ended March 31, 2025.
2) Steps taken or proposed to be taken for improvement	
3) Expected increase in productivity and profits in measurable terms	

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Samit Garg require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Samit Garg, Mrs. Aruna Garg, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution at Item No. 04 for approval of the shareholders

ITEM NO. 05

Mr. Jai Thakore was appointed as the Whole time Director of the Company for a term of three years with effect from March 20, 2023, pursuant to the approval of the Members of the Company. Accordingly, his present tenure will conclude on March 19, 2026.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Jai Thakore as the Whole -time Director of the Company for a further period of 5 (Five) years commencing from March 20, 2026, subject to approval of the members in ensuing Annual General Meeting upon terms and conditions on the terms and conditions including remuneration in the scale of ₹4,00,000 to ₹15,00,000 per month, as approved by the Board.

Brief Profile and the main terms and conditions for the re-appointment of Mr. Jai Thakore as Whole-time Director (WTD), are as follows:

i) Brief Profile

Mr. Jai Thakore aged 56 Years is the Whole Time Director and Co-founder of E Factor Experiences Ltd, serving on the Board of Directors since its inception in 2003. With over two decades of experience in the industry, he specializes in mega-events, creative direction, technical production, and brand activations. Under his leadership, E-Factor has diversified into hospitality, tourism, and wedding design through ventures. A graduate of Devi Ahilya University, Mr. Thakore is recognized for his entrepreneurial vision and influential role in shaping India's live event landscape.

ii) Other Listed Companies in which he is a Director and the member of Committees of the board: NIL

iii) Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Other Company: NIL

iv) No. of the Board Meetings of the Company attended during FY 2024-25: 5 (Five)

v) Relationship with Other Directors inter se: None

vi) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Jai Thakore, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 5 years, by way of Salary, Benefits, Perquisites and Allowances as specified below, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

vii) Nature of Duties

As a Whole-Time Director, Mr. Jai Thakore would be responsible for the full-time management of the company's operations under the supervision and control of the Board of Directors. He would oversee strategic planning, execution of key business initiatives, risk management, financial performance, and stakeholder communication. Additionally, he would be accountable for maintaining transparency, ensuring the timely disclosure of material information to stock exchanges, and aligning executive actions with shareholder interests. As key managerial personnel (KMP), he would also be involved in board-level reporting, ethical leadership, and ensuring that the company adheres to internal controls and sustainability objectives in accordance with applicable laws and industry standards.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under

I. GENERAL INFORMATION	
1) Nature of industry	Event Management
2) Date or expected date of commencement of commercial production	The Company is in operation since the date of its incorporation.
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4) Financial performance based on given indicators as per Audited Financial Statements for the Year ended on March 31, 2025	Revenue from Operations: 16366.28 lacs Profit/(Loss) Before Tax: 2698.89 lacs Profit/(Loss) after Tax: 2014.26 lacs
5) Foreign investments or collaborations, if any.	The Company has not made any foreign investment neither it has entered into any foreign collaborations.
II. INFORMATION ABOUT THE APPOINTEE	
1) Background details	Mr. Jai Thakore is an experienced entrepreneur and business leader with over two decades in the event management and experiential marketing industry. He holds an undergraduate degree from Devi Ahilya University. In 2003, he co-founded E-Factor Experiences Ltd, where he has since driven the company's growth into one of India's leading event and brand activation firms. Under his leadership, the company has diversified into hospitality, adventure tourism, and wedding design, expanding its portfolio through multiple business ventures. Known for his creative vision and strategic acumen, Mr. Thakore has played a significant role in shaping India's live events landscape and continues to be actively involved in operational and governance aspects of his businesses.
2) Past remuneration	Rs. 4,00,000/- per month. This includes salary and any variable incentives as permitted under Board and shareholder approvals.
3) Recognition or awards	

4) Job profile and his suitability	A Whole-Time Director is a key executive responsible for managing the day-to-day operations of the company, implementing board policies, and driving strategic initiatives. The role demands active involvement in business planning, operational oversight, compliance with legal and regulatory frameworks, financial management, and leadership of various departments. The WTD acts as a bridge between the board and management, ensuring smooth execution of business goals while maintaining corporate governance and stakeholder interests. Mr. Jai Thakore is highly suitable for the role of Whole-Time Director given his extensive entrepreneurial experience and deep expertise in the event management and experiential marketing industry. As the co-founder and Chairman of E-Factor Experiences Ltd, he has demonstrated strong leadership in strategic planning, operational management, and creative execution of large-scale projects. His proven track record in business diversification, governance, and stakeholder management aligns well with the responsibilities of a Whole-Time Director.
5) Remuneration Proposed	Rs.4,00,000 per month with the flexibility to Board of Directors to revise the remuneration up to Rs. 15,00,000 per month.
6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In view of the Company's scale of operations, the nature and scope of duties performed by Mr. Jai Thakore, his demonstrated leadership in driving growth and profitability, and his longstanding contribution to the organization, the proposed remuneration is considered appropriate. When benchmarked against industry standards and compensation levels for comparable positions in similar-sized companies, the remuneration package is well-aligned and justified.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Jai Thakore directly holds approximately 27.07% of the company's equity but does not receive any additional pecuniary benefits beyond approved remuneration.
I. OTHER INFORMATION:	
1) Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 2014.26 Lakhs during the year ended March 31, 2025.
2) Steps taken or proposed to be taken for improvement	
3) Expected increase in productivity and profits in measurable terms	

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Jai Kumar Thakore require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 05 for approval of the shareholders.

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

ITEM NO. 06

Mrs. Aruna Garg was appointed as the Whole time Director of the Company for a term of three years with effect from March 20, 2023, pursuant to the approval of the Members of the Company. Accordingly, her present tenure will conclude on March 19, 2026.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mrs. Aruna Garg as the Whole -time Director of the Company for a further period of 5 (Five) years commencing from March 20, 2026, subject to approval of the members in ensuing Annual General Meeting upon terms and conditions on the terms and conditions including remuneration in the scale of ₹1,50,000 to ₹ 4,00,000 per month, as approved by the Board

Brief Profile and the main terms and conditions for the re-appointment of Mrs. Aruna Garg as Whole-time Director (WTD), are as follows:

- i) **Brief Profile:** Mrs. Aruna Garg is a Promoter and Whole time Director of E Factor Experiences Limited. She possesses around 40 years of extensive experience in the field of finance and accounts. She has been an integral part of E Factor Experiences Limited since its inception. With her intellectual prowess and strong commitment towards work, the company has been able to achieve remarkable growth. She has been an academically excellent individual known for discipline and leadership qualities. She has gained outstanding academic achievements with a top position to her credit. She completed her M.A. (Part II) from University of Lucknow in year 1967. Under her invaluable guidance and support, we have been able to showcase strong financial growth over the decades.
- ii) **Other Listed Companies in which he is a Director and the member of Committees of the board:** NIL
- iii) **Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Other Company:** NIL
- iv) **iNo. of the Board Meetings of the Company attended during FY 2024-25:** 5 (Five)
- v) **Relationship with Other Directors inter se:** Mrs. Aruna Garg is Mother of Managing Director of the Company, Mr. Samit Garg
- vi) **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mrs. Aruna Garg, the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 5 years, by way of Salary, Benefits, Perquisites and Allowances as specified below, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

vii) Nature of Duties

As a Whole-Time Director, Mrs. Aruna Garg will be entrusted with providing strategic direction and guidance in financial management, corporate governance, and risk oversight of the Company. She will actively participate in Board and Committee deliberations, contributing her expertise in finance, accounting, and regulatory compliance. She will oversee matters relating to internal controls, audit processes, financial planning, and capital allocation, ensuring that the Company's operations remain efficient, transparent, and compliant with applicable laws. Her role will also include rendering independent judgment on policy decisions, business strategies, and governance practices, thereby supporting the Board in safeguarding the interests of all stakeholders.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

III. GENERAL INFORMATION	
6) Nature of industry	Event Management
7) Date or expected date of commencement of commercial production	The Company is in operation since the date of its incorporation.
8) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
9) Financial performance based on given indicators as per Audited Financial Statements for the Year ended on March 31, 2025	Revenue from Operations: 16366.28 lacs Profit/(Loss) Before Tax: 2698.89 lacs Profit/(Loss) after Tax: 2014.26 lacs
10) Foreign investments or collaborations, if any.	The Company has not made any foreign investment neither it has entered into any foreign collaborations.
IV. INFORMATION ABOUT THE APPOINTEE	
8) Background details	Ms. Aruna Garg is a Promoter and Whole- me Director of E Factor Experiences Limited. She possesses around 40 years of extensive experience in the field of finance and accounts. She has been an integral part of E Factor Experiences Limited since its inception. With her intellectual prowess and strong commitment towards work, the company has been able to achieve remarkable growth. She has been an academically excellent individual known for discipline and leadership qualities. She has gained the outstanding academic achievements with a top position to her credit. She completed her M.A. (Part II) from University of Lucknow in year 1967. Under her invaluable guidance and support, the company has been able to showcase strong financial growth over the decades.
9) Past remuneration	Rs. 1,50,000/- per month. This includes salary and any variable incentives as permitted under Board and shareholder approvals.
10) Remuneration Proposed	Rs.1,50,000 per month with the flexibility to Board of Directors to revise the remuneration up to Rs. 4,00,000 per month.

11) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In view of the Company's scale of operations, the nature and scope of duties performed by Mrs. Aruna Garg, his demonstrated leadership in driving growth and profitability, and his longstanding contribution to the organization, the proposed remuneration is considered appropriate. When benchmarked against industry standards and compensation levels for comparable positions in similar-sized companies, the remuneration package is well-aligned and justified.
12) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mrs. Aruna Garg directly holds approximately 10.72 % of the company's equity but does not receive any additional pecuniary benefits beyond approved remuneration.
III. OTHER INFORMATION:	
4) Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 2014.26 Lakhs during the year ended March 31, 2025.
5) Steps taken or proposed to be taken for improvement	
6) Expected increase in productivity and profits in measurable terms	

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless the appointment/continuation is approved by the Members through a special resolution.

Mrs. Aruna Garg, Director of the Company, has attained the age of 77 years. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, considers that it would be in the best interests of the Company to continue her directorship, in view of the following:

- Mrs. Garg has a strong financial and accounting background, with several decades of professional experience in corporate finance, taxation, and financial governance.
- She has provided strategic guidance to the Company in matters of financial planning, internal control, and risk management.
- Her in-depth knowledge of regulatory and compliance frameworks has significantly contributed to strengthening the Company's governance standards.
- The Board believes that her continued association will provide stability, guidance, and independent judgment, particularly in financial and audit-related matters.

Accordingly, the Board recommends the passing of the special resolution as set out in Item No. 6 of the Notice for the approval of Members.

Except Mrs. Aruna Garg, Mr. Samit Garg, none of the other Directors / Key Managerial Personnel of the Company are in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution at Item No. 06 for approval of the shareholders.

ITEM NO. 7

The existing Object Clause of the Memorandum of Association ("MOA") of the Company does not fully cover certain proposed business activities which the Company intends to undertake in the future as part of its plans for business expansion and diversification.

In order to enable the Company to undertake such additional activities, it is proposed to amend Clause III(A) – Main Objects of the Company by inserting new sub-clauses (7, 8, 9, and 10) after the existing sub-clauses (1 to 6), so as to suitably cover the proposed business activities.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Object Clause of the MOA requires approval of the Members of the Company by way of a Special Resolution and filing of the requisite form with the Registrar of Companies.

The Board of Directors at its meeting held on 26th Aug 2025 has approved, subject to Members' approval, the alteration of the Object Clause of the MOA in the manner set out in the resolution below.

A copy of the existing and proposed Object Clause of the MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Meeting and also at the Meeting.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 of the Notice for the approval of Members as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.



FACTOR

E-FACTOR EXPERIENCES LIMITED

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UTTAR PRADESH 201301

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