

TAVERNIER RESOURCES LIMITED
REGISTERED OFFICE: PLOT NO- 42 CTS NO 1(PT), VILLAGE DEONAR, NEAR MAHESH
PHARMA, ANCILLARY IND ESTATE, GOVANDI MUMBAI 400043
CIN: L51909MH1994PLC193901

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of TAVERNIER RESOURCES LIMITED (the Company) to the appended special business by passing Ordinary resolution through Postal Ballot. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is also annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

To appoint M/s. Parekh Sharma & Associates as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Rajeev and Rajesh, Chartered Accountants.

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 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force) and considering the recommendations of the Audit Committee consent of the Members of the Company be and is hereby accorded to appoint, M/s. Parekh Sharma & Associates, Chartered Accountants, (Firm Registration Number: 129301W) as the Statutory Auditors of the Company to fill the casual vacancy in the office of Company's Statutory Auditor caused due to casual vacancy arisen on account of resignation of the existing Statutory Auditors of M/s. Rajeev and Rajesh, Chartered Accountants and to hold office for

Financial Year 2023-24 till the conclusion of ensuing Annual General Meeting of our Company to be held for the Financial Year ended 31st March, 2024 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to file all necessary forms with the Registrar of Companies, Mumbai and to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary for giving effect to the above Resolution.”

By order of the Board
For Tavernier Resources Limited

Sudhir Milapchand Naheta
Chairman & Managing Director
DIN: 00297863

Date: 30/11/2023
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts for the proposed resolutions is annexed herein below.
2. In view of the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), (collectively referred as "Depositories"), as on Friday, December 08, 2023 (the "Cut-off Date") and who have registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants ("DP") and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited ("RTA") or the Company.
3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.
5. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
6. The Postal Ballot Notice is also available on the website of the Company at <http://www.tavernier.com/>. The same can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited ("BSE") at www.bseindia.com and website of Link Intime India Private Limited/ RTA, remote e-voting facility provider at <https://instavote.linkintime.co.in>.
7. All documents referred to in this Notice are available for inspection at the Registered Office and/or Corporate Office of the Company during business hours on any working day from date of dispatch of this Notice till the date of declaration of the results of Postal Ballot.

8. 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, i.e. Friday, December 08, 2023, only shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. It is however, clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter, in this Notice.
9. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, December 08, 2023.
10. The Board of Directors of the Company in its meeting held on Thursday, November 30, 2023, has appointed Ms. Sonal Shah (Membership No. A 24216 & Certificate of Practice No. 8769), Company Secretary as Scrutinizer.
11. The result of the Postal Ballot will be declared not later than 2 Working Days from the conclusion of e-voting. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
12. The result of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at <http://www.tavernier.com/>, website of BSE at www.bseindia.com where the shares of the Company are listed and on the website of RTA at <https://instavote.linkintime.co.in>.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).
14. All papers relating to Postal Ballot including voting by Remote e-Voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.
15. Some of the important details regarding the Remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	Friday, 08 December, 2023
Commencement of e-voting	Saturday, 16 December, 2023 at 9.00 A.M. (IST)

End of e-voting period	Sunday, 14 January, 2024 at 5:00 P.M. (IST)
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The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Sunday, 14 January, 2024.

16. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf electronically to the Scrutinizer at email sonalkotharics@gmail.com with copies marked to the Company at tavernier.resources@gmail.com.
17. Resolutions, if passed by the Members through Postal Ballot, is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, 14 January, 2024 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
18. SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
19. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 read with SEBI Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers. The folios wherein any one of the above cited documents/details are not available on or after December 31, 2023 shall be frozen. The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents details or for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024. However, an intimation shall be sent by the Company to the security holder that such payment is due and shall be made electronically only upon complying with the aforesaid requirements. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Accordingly, such shareholders are requested to submit the requisite information / documents at the earliest with the RTA of the Company.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS POST CHANGE IN THE LOGIN MECHANISM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE, PURSUANT TO SEBI CIRCULAR DATED DECEMBER 9, 2020:

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

The remote e-voting period begins on Saturday, December 16, 2023 at 9:00 a.m. and will end on Sunday, January 14, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by LINK INTIME 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., Friday 08 December, 2023, 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 Friday 08 December, 2023.

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

<u>Type of shareholders</u>	<u>Login Method</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz... Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

<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. The 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 use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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 the 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, the 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) & login through their depository participants</p>	<p>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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders holding securities in Physical mode and / Non-Individual Shareholders holding securities in demat mode & evoting service Provider is LINKINTIME.

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

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

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

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

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

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

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

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

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

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

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

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should

contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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

By order of the Board
For Tavernier Resources Limited

Sudhir Milapchand Naheta
Chairman & Managing Director
DIN: 00297863

Date: 30/11/2023
Place: Mumbai

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

APPOINTMENT OF M/S. PAREKH SHARMA & ASSOCIATES AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S. RAJEEV AND RAJESH, CHARTERED ACCOUNTANTS.

At the 25th Annual General Meeting (AGM) of the Company held on 09th August, 2019, M/s. Rajeev & Rajesh, Chartered Accountants, (Firm Registration Number: 120382W), were appointed as Statutory Auditors of the Company for a period of five years (i.e. from FY 2019-20 to FY 2023-24) from the conclusion of 25th AGM until the conclusion of 30th AGM. M/s. Rajeev & Rajesh, Statutory Auditors, had resigned from the post of Statutory Auditor due to personal reasons and had submitted their resignation vide letter dated 01st November, 2023 to the Board through Audit Committee.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Pursuant to the provisions of Sections 139 & other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendations of the Audit Committee, has approved the appointment of M/s. Parekh Sharma & Associates, Chartered Accountants, (Firm Registration Number: 129301W) as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting at a remuneration of Rs.-1,25,000/- comprising of audit fee, certification fee and tax audit fee (exclusive of GST) plus reimbursement of out of pocket expenses. They have requisite infrastructure to execute the assignment and hold a valid Peer Review Certificate issued by The Institute of Chartered Accountants of India. M/s. Parekh Sharma & Associates have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013. M/s. Parekh Sharma & Associates, shall issue Limited Review Report for the Third and fourth quarter of FY 2023-24 as well as undertake Audit of full FY 2023-24 and they will hold their office till the conclusion of 30th AGM.

Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board accordingly recommends the Ordinary Resolution set forth in the Notice for approval of the Members.

By order of the Board
For Tavernier Resources Limited

Sudhir Milapchand Naheta
Chairman & Managing Director
DIN: 00297863

Date: 30/11/2023
Place: Mumbai