

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM 01/2021 -22) of New Opportunity Consultancy Private Limited ("Company") will be held on Tuesday, 2nd November 2021 at 8 PM (IST) at 1101, Ambrosia, Raheja Acropolis, Mahalaxmi Road, Deonar, Mumbai – 400088 through Video Conferencing ("VC") to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Mohan Vasant Tanksale as Independent Director

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

RESOLVED THAT pursuant to Sections 149, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and other applicable laws thereof, and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Mr. Mohan Vasant Tanksale, (DIN: 02971181), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has signified his consent to act as an independent director of the Company, if re-appointed, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years with effect from Dec 2021 to Dec 2026 and he shall not be liable to retire by rotation and Mr. Mohan Vasant Tanksale, (DIN: 02971181) may receive sitting fees for participation in the meetings of the board and / or committees thereof, as stated in the letter of appointment issued to Mr. Mohan Vasant Tanksale, in terms of applicable provisions of the Companies Act, 2013 and such remuneration as may be determined by the Board from time to time.

New Opportunity Consultancy Private Limited
CIN No: U93030MH2014PTC252078

Registered Office :

707/708, Cyber One, Sector - 30A, Vashi ,

Navi Mumbai, Maharashtra - 400 703.

Tel : 022 20870050 Email : secretarial@nocpl.in

Website : www.nocpl.in



RESOLVED FURTHER THAT the Company takes note of the consent letter received from Mr. Mohan Vasant Tanksale providing his consent to act as an independent director of the Company.

RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

Item No. 2: Re-appointment of Dr. Ambadas Mukundrao Pedgaonkar as Independent Director

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

RESOLVED THAT pursuant to Sections 149, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and other applicable laws thereof, and pursuant to the provisions of the Articles of Association of the Company and based on the on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Dr. Ambadas Mukundrao Pedgaonkar (DIN: 03540861), who possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and who has signified his consent to act as an independent director of the Company, if re-appointed, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years with effect from Dec 2021 to Dec 2026 and he shall not be liable to retire by rotation and Dr. Ambadas Mukundrao Pedgaonkar, , may receive sitting fees for participation in the meetings of the board and / or committees thereof, as stated in the letter of appointment issued to Dr. Ambadas Mukundrao Pedgaonkar, in terms of applicable provisions of the Companies Act, 2013 and such remuneration as may be determined by the Board from time to time.

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RESOLVED FURTHER THAT the Company takes note of the consent letter received from Dr. Ambadas Mukundrao Pedgaonkar (DIN: 03540861) providing his consent to act as an independent director of the Company.

RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

**By order of the Board
For New Opportunity Consultancy Private Limited**

Place: Mumbai

Date: 02/11/2021

Sd/-
GANESH RAO
MANAGING DIRECTOR AND CEO
DIN: 02302989

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Notes:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 and the rules made thereunder on account of the threat posed by COVID-19” (collectively referred to as “MCA Circulars”), permitted the holding of Extra ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the EGM of the Company is being held through VC on **Tuesday, 2nd November 2021 at 8 PM (IST)**. The deemed venue for the GM will be the Registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC, the requirement of physical attendance of members has been dispensed, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Manner in which the VC facility shall be available for use by the members including instructions on how to access and participate in the meeting:
 - The meeting will be conducted through Video Conferencing Facility.
 - The link to participate in the meeting is as follows:

Join Zoom Meeting

<https://us02web.zoom.us/j/2388934832?pwd=RTlkekh3RHViNERJeDRnTHpuVXpHQQT09>

Meeting ID: 238 893 4832

Passcode: Dkc15R

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5. Helpline numbers for those members who need assistance regarding participation in the meeting and with using the technology before or during the meeting can reach the below designated officials:

Sr. No.	Name of the Official	Designation	Contact No.
1	Mona Thakkar	Company Secretary	9967237313
2	Payodhi Mishra	Chief Technology Officer	9819893246

6. The VC facility will allow two-way tele / video conferencing for the ease of participation of the members. The participants shall also be allowed to pose questions concurrently or given time to submit questions in advance on the designated e-mail address of the company, i.e. secretarial@nocpl.in.
7. In case of voting by show of hands, shareholders may convey their vote by raising one of their hands or by typing for / against in the chat box . In case of voting by poll, shareholders may convey their vote to the designated email address. During the meeting held through VC / OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address circulated by the Company in advance, i.e. secretarial@nocpl.in.
8. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting, i.e from 7.45 PM (IST).

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 1: Re-appointment of Mr. Mohan Vasant Tanksale as an Independent Director

Mr. Mohan Vasant Tanksale was appointed as the Independent Director of the Company with effect from 7th December 2016 for a period of 5 years and his term of office expires on 6th December 2021.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director can be appointed in a company for two consecutive terms of 5 years each.

Accordingly, it is proposed to re-appoint Mr. Mohan Vasant Tanksale (holding DIN: 02971181) as the Independent Director of the Company for a further period of 5 years. In the opinion of the Board, Mr. Mohan Vasant Tanksale (holding DIN: 02971181) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management. The Company has received necessary consents and declarations from Mr. Mohan Vasant Tanksale (holding DIN: 02971181) for his re-appointment.

The Company has received a notice in writing from a member proposing his candidature for the office of Director in accordance with the provisions of Section 160 of the Companies Act, 2013. The Company has also received declaration from him to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 2nd Nov 2021 approved the proposal to re-appoint Mr. Mohan Vasant Tanksale (holding DIN: 02971181) as an Independent Director of the Company for a second term of 5 consecutive years with effect from 7th Dec 2021. The proposal is subject to the approval of the shareholders pursuant to Schedule IV of the Companies Act, 2013. Both the Nomination and Remuneration Committee of directors and the Board were of the opinion, after evaluating his performance, appropriate mix of qualifications, skills, experience, proficiency, value additions, integrity and other attributes, his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

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The Independent Directors are entitled to receive sitting fees for participation in the meetings of the board and such remuneration as may be determined by the Board from time to time.

The notice of candidature and other consents / declarations received from Mr. Mohan Vasant Tanksale (holding DIN: 02971181) and copy of the appointment letter are available for inspection at the registered office of the Company between 10:00 a.m. and 05:00 p.m. on any working day and also at the meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Mohan Vasant Tanksale (DIN: 02971181) being the appointee, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item no. 1 of the Notice. The profile of Mr. Mohan Vasant Tanksale (holding DIN: 02971181) as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is provided in Annexure A to this notice.

Accordingly, your Directors recommend the special resolution as set out in item no. 1 of this notice relating to re-appointment of Mr. Mohan Vasant Tanksale, Independent Director for your approval.

Item No. 2: Re-appointment of Dr. Ambadas Mukundrao Pedgaonkar, (DIN: 03540861) as an Independent Director

Dr. Ambadas Mukundrao Pedgaonkar was appointed as the Independent Director of the Company with effect from 7th December 2016 for a period of 5 years and his term of office expires on 6th December 2021.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director can be appointed in a company for two consecutive terms of 5 years each.

Accordingly, it is proposed to re-appoint Dr. Ambadas Mukundrao Pedgaonkar (DIN: 03540861) as the Independent Director of the Company for a further period of 5 years. In the opinion of the Board, Dr. Ambadas Mukundrao Pedgaonkar, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management. The Company has received necessary consents and declarations from Dr. Ambadas Mukundrao Pedgaonkar for his re-appointment. The shareholders may also note that Dr. Ambadas Mukundrao Pedgaonkar as will be attaining 75 years of age on 18th November 2025.

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The Company has received a notice in writing from a member proposing his candidature for the office of Director in accordance with the provisions of Section 160 of the Companies Act, 2013. The Company has also received declaration from him to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 2nd Nov 2021 approved the proposal to re-appoint Dr. Ambadas Mukundrao Pedgaonkar, (holding DIN: 03540861) as an Independent Director of the Company for a second term of 5 consecutive years with effect from 7th Dec 2021. The proposal is subject to the approval of the shareholders pursuant to Schedule IV of the Companies Act, 2013. Both the Nomination and Remuneration Committee of directors and the Board were of the opinion, after evaluating his performance, appropriate mix of qualifications, skills, experience, proficiency, value additions, integrity and other attributes, his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

The Independent Directors are entitled to receive remuneration by way of sitting fees for participation in the meetings of the board and such remuneration as may be determined by the Board from time to time.

The notice of candidature and other consents / declarations received from Dr. Ambadas Mukundrao Pedgaonkar and copy of the appointment letter are available for inspection at the registered office of the Company between 10:00 a.m. and 05:00 p.m. on any working day and also at the meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Ambadas Mukundrao Pedgaonkar being the appointee, in any way, concerned or interested, financially or otherwise, in the special resolution set out at item no. 2 of the Notice. The profile of Dr. Ambadas Mukundrao Pedgaonkar (holding DIN: 03540861) as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is provided in Annexure A to this notice.

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Accordingly, your Directors recommend the special resolution as set out in item no. 2 of this notice relating to re-appointment of Dr. Ambadas Mukundrao Pedgaonkar, Independent Director for your approval.

For New Opportunity Consultancy Private Limited

Place: Mumbai

Date: 02/11/2021

Sd/-

GANESH RAO
MANAGING DIRECTOR AND CEO
DIN: 02302989

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ANNEXURE A

1. Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Mohan Vasant Tanksale
DIN	02971181
Date of Birth/ (Age)	31/07/1953 ; 68 years
Qualifications	Mr. Mohan Tanksale is a Fellow member of the Institute of Cost & Management Accountants of India (FCMA), Company Secretary (Inter) of the Institute of Company Secretaries of India, CAIIB and also holds Bachelor degree of Science and a Master degree in English Literature.
Experience / Expertise in specific functional areas	Mr. Mohan Tanksale as a Chief Executive of IBA, is on several Committees and Governing Councils like Member on the Board of International Banking Federation (IBFed), Member of the Governing Council of Institute of Banking & Personnel Selection Member, RBI Standing Advisory Committee for Urban Co-op Banks. He has also served as a director on the boards of Life Insurance Corporation of India, Indo Zambia Bank Ltd., Zambia, Africa and Subsidiaries of Punjab National Bank of India and Central Bank of India. He has been conferred with several awards like “GOLDEN PEACOCK HR EXCELLENCE AWARD 2012”, “PERSON OF THE YEAR” for his contribution to Financial Inclusion by ‘SKOCH Foundation’.
Terms and conditions of reappointment	Appointment as an Independent Director for a period of 5 years
Remuneration sought to be paid	Sitting fees for participation in the meetings of the board from time to time
Remuneration last drawn (for financial year 2020-21)	Nil
Date of first	7/12/2016

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appointment on the Board	
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2020-21	5 (Five)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Mohan Vasant Tanksale is a Director in the following Companies:-</p> <ol style="list-style-type: none">1. Raja Bahadur International Limited.2. Ladderup Finance Limited.3. India Pesticides Limited.4. Centrum Housing Finance Limited.5. Yes Asset Management (India) Limited.6. Edelweiss Asset Reconstruction Company limited7. Anand Rathi Wealth Limited.8. Fort Finance Limited9. Lachhmidhar Kanshiram Finserv Private Limited.10. Electronica Finance Limited.11. Reach Ajcon Technologies Private Limited.12. Green Bridge Capital Advisory Private Limited. <p>He is a additional Director in the below mentioned Company:-</p> <ol style="list-style-type: none">13. Nearby Technologies Private Limited. <p>Further he is also a nominee Director in the below mentioned Company:-</p> <ol style="list-style-type: none">14. Rubix Data Sciences Private Limited.

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2. Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Ambadas Mukundrao Pedgaonkar
DIN	03540861
Date of Birth/(Age)	18/11/1950; 70 years
Qualifications	M. Sc (Statistics) and Ph. D. (Statistics) Professional Qualifications: CISA and CISM
Experience / Expertise in specific functional areas	Mr. Ambadas Mukundrao Pedgaonkar is retired as Principal Adviser from Reserve Bank of India and has served as the Chief Advisor in Indian Banks' Association in the past. He has extensive experience in the banking and financial services sector having worked with Reserve Bank of India for over three decades and his speciality is in Project Management, Setting-up Data Centre, Payment and Settlement Systems, Real-Time Gross Settlement (RTGS) Systems, Cheque Truncation System, Information and Communications Technology, Information Security, Payment Systems Infrastructure.
Terms and conditions of reappointment	Appointment as an Independent Director for a period of 5 years
Remuneration sought to be paid	Sitting fees for participation in the meetings of the board from time to time
Remuneration last drawn (for financial year 2020-21)	Nil
Date of first appointment on the Board	7/12/2016
Shareholding in the Company	Nil

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Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2020-21	5 (Five)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

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