

01/c

# SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

CIN. NO: U65191MH2012PTC230704

20<sup>th</sup> September, 2021

The Manager  
Department of Non-Banking Supervision,  
Reserve Bank of India  
Mumbai Regional Office,  
Opp, Mumbai Central Railway Station  
Byculla, Mumbai 400008.

Dear Sirs,

**Sub: Intimation under Regulation 25 b. of Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 updated 05<sup>th</sup> October 2020 (NBFC-CIC-ND-SI No. N-13.02379)**

**Re: Appointment of Mr. Sohel Khuzem Shikari as Non-Executive Independent Director on the Board of the Company**

Smiti Holding and Trading Company Private Limited ("Smiti Holding"), a registered CIC, having its registration No. N-13.02379, as NBFC-CIC-ND-SI dated 2<sup>nd</sup> January 2020. As on 01<sup>st</sup> September 2021, the Board of Directors of Smiti Holding comprised of the following Directors:

1. Mrs. Vita Jalaj Dani (Promoter and Managing Director)
2. Mr. Gokul Manjeshwar (Professional Director)
3. Mr. Hiren Ashwin Gandhi
4. Mr. Satyen Ashwin Gandhi

Pursuant to Regulation 25 b of the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 updated 5<sup>th</sup> October 2020, the Company wishes to inform you the following change in the Directors of the Company, with effect from 02<sup>nd</sup> September 2021:

1. The Members in the Extraordinary General Meeting held on September 02, 2021, appointed Mr. Sohel Khuzem Shikari as Non-Executive Independent Director

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Upon Completion of above change, the Board of Directors, as on 02<sup>nd</sup> September 2021, Comprised of following Directors:

1. Mrs. Vita Jalaj Dani (Promoter and Managing Director)
2. Mr. Gokul Manjeshwar (Professional Director)
3. Mr. Hiren Ashwin Gandhi
4. Mr. Satyen Ashwin Gandhi
5. Mr. Sohel Khuzem Shikari (Independent Director)

The company hereby confirm and declare that:

1. There is no change in the Management of the Company, other than the reconstitution of the Board of Directors, as above mentioned.
2. Due to above changes, there will not be any consequences which could adversely affect the company.
3. None of Stakeholders interest will get affected.
4. There is no change in the shareholding of the company.

Kindly treat the above communication as an intimation as required under Regulation 25 b of the Master Direction.

Thanking you,

Yours faithfully,

**For Smiti Holding and Trading Company Private Limited**

  
**Vita J. Dani**  
**Managing Director**



Encl:

1. Consent to act as a director – from Mr. Sohel Khuzem Shikari
2. Declaration of Independence – from Mr. Sohel Khuzem Shikari
3. Certified True copy of Members Resolution passed in Extraordinary General Meeting
4. Post above Changes, the Directorship of the Company



**Form DIR-2**

**Consent to act as a Director of a Company**

*[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]*

To,

**The Board of Directors,**

**Smiti Holding And Trading Company Private Limited**

3-A, Barodawala Mansion, 81 Dr A B Road, Worli, Mumbai 400018.

**Subject: Consent to act as a Director**

I, Sohel Khuzem Shikari, son of Shri. Khuzem Saifuddin Shikari, residing at 10-11 D York House, 2<sup>nd</sup> Floor, Henry Road, Colaba Causeway, Mumbai – 400 001, hereby give my consent to act as a Director of **Smiti Holding And Trading Company Private Limited**, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

|     |   |  |
|-----|---|--|
| 1.  | Director identification Number (DIN)  | 00024466   |
| 2.  | Name  | Sohel Khuzem Shikari   |
| 3.  | Father's Name (in full):  | Shri. Khuzem Saifuddin Shikari   |
| 4.  | Address   | 10-11 D York House, 2 <sup>nd</sup> Floor, Henry Road Colaba Causeway, Mumbai, Maharashtra – 400 001 |
| 5.  | E-mail Id   | <a href="mailto:sohelshikari@me.com">sohelshikari@me.com</a>   |
| 6.  | Mobile No   | 9890993303   |
| 7.  | Income-tax PAN  | AAPPS6760C   |
| 8.  | Occupation  | Entrepreneur, Venture Investor   |
| 9.  | Date of Birth   | 10/10/1969   |
| 10. | Nationality   | Indian   |
| 11. | No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager | Directorship:<br>1. Healthcubed India Private Limited<br>2. Grasper Global Private Limited           |
| 12. | Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute  | Insolvency and Bankruptcy Board of India Certified Valuer (Land & Building) IBBI/RV/05/2020/13506    |





### ***Declaration***

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature: 

Name of Director: Soheli Shikari

Designation: Director


Date: August 23, 2021


Place: Mumbai

Attachments:

1. Proof of identity: PAN
2. Proof of residence: Passport/ Aadhar Card


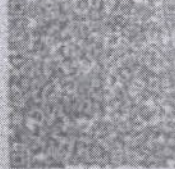


 भारत सरकार  
GOVERNMENT OF INDIA

 सोहेल खुजेम शिकारी  
Sohel Khuzem Shikari


जन्म वर्ष / Year of Birth : 1969  
पुरुष / Male

4510 7446 6982


 

आधार — सामान्य माणसाचा अधिकार

TRUE COPY


  
SOHEL SHIKARI






**राष्ट्रीय निर्यात और निर्यात**  
**NATIONAL INVESTIGATION AUTHORITY OF INDIA**

**पता : १० - १११ गेट हाउस, २१**  
**महाराष्ट्र, पुणे नगर, पुणे नगर,**  
**महाराष्ट्र, पुणे नगर, पुणे,**  
**महाराष्ट्र, ४००००१**

**Address: 10 - 111 Gate House,**  
**2nd Floor, Henry Road, Colaba**  
**Causeway, Colaba, Mumbai**  
**G.P.O. Mumbai, Maharashtra,**  
**400001**

 **1847**  
**1800 150 1347**

 **info@nia.gov.in**

 **www.nia.gov.in**

**P.O. Box No. 1347,**  
**Bangalore-560 001**

TRUE COPY

*[Handwritten signature]*

SOHEL SHIKARI



स्थायी लेखा संख्या / PERMANENT ACCOUNT NUMBER  
AAPS6760C

नाम / NAME  
SOHEL KHUZEM SHIKARI

पिता का नाम / FATHER'S NAME  
KHUZEM SAIFUDDIN SHIKARI

जन्म तिथि / DATE OF BIRTH  
10-10-1989

हस्ताक्षर / SIGNATURE

आयकर अधिकारी (कंप्यूटर सेंटर)  
Commissioner of Income-tax (Computer Operations)

इस कार्ड के खो / भिल जाने पर कृपया जारी करने वाले  
आधिकारी को सूचित, वापस कर दें  
आयकर अधिकारी (कंप्यूटर सेंटर),  
सी-13, प्रत्यक्षदर्श भवन,  
बंद्रा-कुर्ली कॉम्प्लेक्स,  
मुंबई - 400 051.

In case this card is lost/stolen, kindly inform/return to  
the issuing authority:

Commissioner of Income-Tax (Computer Operations),  
C-13 Pratyakshdarshan Bhavan,  
Bandra-Kurla Complex.

\*\*\* 1990/851

TRUE COPY

*Soheil*

SOHEL SHIKARI







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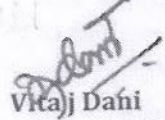
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY IN THE EXTRAORDINARY GENERAL MEETING HELD ON 2<sup>ND</sup> SEPTEMBER 2021.**

**"RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof, for the time being in force, Mr. Sohail Shikari (DIN: 00024466), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from September 2, 2021 to September 1, 2026 and whose term shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT**, any Director of the Company be and are hereby severally authorised to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution;

Certified as true

For Smiti Holding and Trading Company Private Limited

  
Vinita Dahi

Managing Director

[DIN: 00003296]

Home Villa, 48 Krishna Sanghi Path,  
Gamdevi, Mumbai-400007



# SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

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## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 03 of the accompanying Notice dated 01st September 2021.

### Item No. 3:

The members of the Nomination and Remuneration Committee in their meeting held on September 1, 2021, recommended the proposal of appointment of Mr. Sohel Shikari (DIN: 00024466) as an Independent Director of the Company. The Board in its meeting held on the September 1, 2021, considered the proposal and recommended to the shareholders of the Company for their consideration and approval, in accordance with the provisions of Section 149 read with Schedule IV to the Act. The Company has received a Notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sohel Shikari (DIN: 00024466) for the office of Director of the Company.

Pursuant to Ministry of Corporate Affairs notification dated October 22, 2019, Mr. Sohel Shikari (DIN: 00024466) has successfully registered his name in the databank maintained by the Indian Institute of Corporate Affairs at Manesar (Haryana), in accordance with the requirements of law.

The Company has received from Mr. Sohel Shikari (DIN: 00024466) (i) a consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, Mr. Sohel Shikari (DIN: 00024466) fulfils the conditions for his appointment as an Independent Director as specified in the Act and he is independent of the management. The Board is of the opinion that, Mr. Sohel Shikari (DIN: 00024466) possesses requisite integrity, skills, expertise, knowledge, and experience including proficiency relevant to the Company's business and that it would be of immense benefit to the Company to continue to have his association with the Company as a Non-Executive Independent Director.

As on date of this notice, Mr. Sohel Shikari (DIN: 00024466) does not hold any equity shares in the Company. Mr. Sohel Shikari (DIN: 00024466) is not related to any of the Directors of the Company.

The papers/ documents/ draft letter of appointment setting out the terms and conditions of appointment are open for inspection during the business hours between 11.00 a.m. to 1.00 p.m. on all working days except Saturday, Sunday and public holidays at the Registered Office of the Company upto the date of Extraordinary General Meeting and the same is also available for the inspection by the members at the Extraordinary General Meeting.



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Mr. Sohel Shikari's brief profile and the disclosures pursuant to the Secretarial Standard-2 on General Meetings are as under:

|   |  |
|---|--|
| Name of Director                                      | Mr. Sohel Shikari  |
| DIN   | 00024466   |
| Age   | 51 years   |
| Date of Birth   | 10/10/1969   |
| Date of First Appointment on the Board                | NA   |
| Qualifications  | Mr. Sohel has a BS in Civil Engineering from the University of Bombay and a Masters' of Science in Civil and Environmental Engineering from the Massachusetts Institute of Technology. After graduating he began his career in the Global Controls IT group at Goldman Sachs in New York.  |
| Experience  | Mr. Sohel Shikari is a co-founder and co-CEO of Desert Bloom Food Ventures. The firm invests and helps build food businesses that are focused on improving the food environment by making healthy food ubiquitous and assessable. Prior to this, he co-founded and was the Chief Financial Officer of one of America's leading health food brands, Tasty Bite, and helped build this business over twenty years to become the largest brand of Indian/Asian meals sold in North America. This business was sold to Mars Inc in 2017. He has experience in finance, manufacturing operations and global supply chains relating to the food industry. Mr. Sohel was also a co-founder of ASG-Omni, a strategy consulting firm that specialized in designing and executing entry strategies for US corporations into India and venture capital advisory for Indian companies seeking growth capital. He helped incubate one of the world's leading optical networking technology companies, Tejas Networks that went public in 2017. Sohel is currently involved in several healthy food businesses as a board member and plays an advisory role in their growth. |
| Terms and Conditions of Appointment or re-appointment | Appointed as a Director [Non-executive Independent], not liable to retire by rotation.   |
| Remuneration last drawn                               | NA   |
| Remuneration Payable                                  | Remuneration payable will include Commission as devised by the Board of Directors, if any, sitting fees depending upon the number of Board meetings attended and Reimbursement of expenses incurred for attending the meeting as devised by the Board of Directors.  |



# SMITI HOLDING AND TRADING COMPANY PRIVATE LIMITED

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|   |   |
|---|---|
| Other Directorships   | Directorship:<br>Healthcubed India Private Limited<br>Grasper Global Private Limited<br>Hunters Evergreen Inc.<br>DBFV Advisors LLC<br>DBFV Management LLC<br>Global Village Fruit Inc. |
| Membership/Chairpersonship of Committees                                    | Nil   |
| Shareholding in the Company   | Nil   |
| Relationship with other Directors, Managers, Key Managerial Personnel (KMP) | Nil   |
| Number of Board Meetings attended during the year                           | NA  |

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out set out at Item No. 3 of the Notice for approval by the shareholders.

For Smiti Holding and Trading Company Private Limited

  
Vinita Dani

Managing Director

[DIN: 00003296]

Home Villa, 48 Krishna Sanghi Path,

Gamdevi, Mumbai-400007



**Declaration under Section 149 (6) and Section 149 (7) of the Companies Act, 2013**

To,

The Board of Directors

**Smiti Holding And Trading Company Private Limited,**

3-A, Barodawala Mansion, 81 Dr A B Road, Worli, Mumbai 400018

**Subject: Declaration under Section 149 (6) of the Companies Act, 2013.**

I, Sohail Khuzem Shikari [DIN: 00024466] hereby certify that I comply with all the criteria of Independent Director envisaged in Section 149 (6) Companies Act, 2013 and I hereby certify under Section 149(7) of the Companies Act, 2013 that:

- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- Apart from receiving sitting fees, I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives -
  - I. are holding any security of or interest in the company of the face value exceeding fifty lakh rupees or two percent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed during the two immediately preceding financial years or during the current financial year;
  - II. are indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of an amount of fifty lakhs rupees, at any time during the two immediately preceding financial years or during the current financial year;
  - III. has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees, at any time during the two immediately preceding financial years or during the current financial year; or
  - IV. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (I), (II) or (III);
- Neither myself nor any of my relatives -
  - I. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year;
  - II. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year, of—
    - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - B. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - III. holds together with my relatives 2% or more of the total voting power of the company; or
  - IV. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors



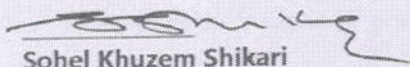


or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company;

- V. I have applied online to the Indian Institute of Corporate Affairs at Manesar notified under sub-section (1) of section 150 of the Companies Act, 2013 for inclusion of my name in the data bank of Independent Directors;
- VI. I shall file an application for renewal within a period of thirty days from the date of expiry of the period upto which my name was applied for inclusion in the data bank for Independent Directors.

Thanking you,

Yours faithfully,



**Sohel Khuzem Shikari**

**Director**

**DIN: 00024466**

Date: Aug 23, 2021



**Smiti Holding and Trading and Company Private Limited**

**List of directors as on 01<sup>st</sup> September 2021**

| <b>Serial No.</b> | <b>Name of Directors</b>    | <b>Designation</b>           |
|-------------------|-----------------------------|------------------------------|
| <b>1.</b>         | <b>Mrs. Vita Jalaj Dani</b> | <b>Managing Director</b>     |
| <b>2.</b>         | <b>Mr. Gokul Manjeshwar</b> | <b>Professional Director</b> |
| <b>3.</b>         | <b>Mr. Hiren Gandhi</b>     | <b>Director</b>              |
| <b>4.</b>         | <b>Mr. Satyen Gandhi</b>    | <b>Director</b>              |



