



DUSTERS TOTAL SOLUTIONS SERVICES PRIVATE LIMITED

CIN: U74999KA2007PTC042734

**Regd. Off: #332/1, Corporate Miller, 3rd Floor, Thimmaiah Road,
Vasanth Nagar, Bangalore – 560 052**

Ph. No. +91-90049 96868; Email id: compliance1@sisindia.com; website: www.dtss.in

THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2023-24

NOTICE is hereby given that the 17th Annual General Meeting of Dusters Total Solutions Services Private Limited will be held on Saturday, July 6, 2024, at 11:00 a.m. at Nishant Regency, Fraser Road, Patna-800001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Uday Singh (DIN: 02858520), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Ms. Rivoli Sinha (DIN 05124090) as Director of the Company**

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 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Rivoli Sinha (DIN 05124090), who was appointed as an Additional Director effective July 25, 2023 and who holds office upto the date of the ensuing Annual General Meeting in terms of Section 161 of the Act, and in respect of whom a notice has been received in writing from a member of the Company under Section 160 of the Act, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

4. **Appointment of Mr. Nandit Vipul Raja (DIN: 00055722) as an Independent Director of the Company**

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Board of Directors, Mr. Nandit Vipul Raja (DIN: 00055722), who was appointed by the Board of Directors as an Additional Director

in the capacity of Independent Director of the Company effective January 25, 2024, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 2 consecutive years effective January 25, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

5. Revision in the remuneration of Mr. Shamsheer Puri (DIN 01483698), 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** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded to increase the remuneration of Mr. Shamsheer Puri (DIN: 01483698), Whole Time Director of the Company, to INR 1,76,39,649 per annum effective June 1, 2024, on the terms and conditions as set out in the explanatory statement for the remaining period of his tenure as Whole-time Director of the Company.

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein above stated, where in any financial year, during the tenure of the Whole Time Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances, as specified under Schedule V to the Act or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**By Order of the Board of Directors
For Dusters Total Solutions Services Private
Limited**


**Shamsheer Puri
Whole-time Director
DIN: 01483698**

**Place : New Delhi
Date : April 30, 2024**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 to 5 of the Notice, are annexed hereto.
2. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Act, are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members and Authorized representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith duly completed and signed for attending the meeting.
4. A Route Map showing the directions to reach the venue of the Annual General Meeting ("AGM") is given at the end of this Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. Additional information as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment and whose remuneration is being revised at this AGM, is provided as an Annexure to this Notice.

ANNEXURE

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

Item No. 3

The Board of Directors, in its meeting held on July 25, 2023, appointed Ms. Rivoli Sinha (DIN: 05124090) as an Additional Director of the Company with effect from July 25, 2023. Requisite Notice under Section 160 of the Companies Act, 2013 ("Act") proposing the appointment of Ms. Rivoli Sinha has been received by the Company. Ms. Rivoli Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Approval of the members is required by way of an Ordinary Resolution for the appointment of Ms. Rivoli Sinha.

The Board recommends the resolution mentioned at Item No. 3 of the accompanying notice for approval of the members.

Except for Ms. Rivoli Sinha and her relatives, to the extent of their shareholding interest in the Company, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the said resolution.

Item No. 4

The Board of Directors, in its meeting held on January 25, 2024, appointed Mr. Nandit Vipul Raja (DIN: 00055722), as an Additional Director (Independent) of the Company with effect from January 25, 2024.

The Company has received a declaration from Mr. Nandit Vipul Raja confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act. The Company has also received from Mr. Nandit Vipul Raja (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

The disclosures relating to Mr. Nandit Vipul Raja as required under Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

The draft letter of appointment of Mr. Nandit Vipul Raja setting out the terms and conditions of his appointment, shall be open for inspection by the members of the Company at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and holidays) until the last date of remote e-voting.

The Board recommends the resolution at Item No. 4 of the accompanying Notice for the approval by the members.

Except Mr. Mr. Nandit Vipul Raja, whose appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

Item No. 5

Mr. Shamsher Puri (DIN: 01483698) was appointed as a Whole Time Director of the Company for a period of 3 years to hold office upto July 17, 2025, at a remuneration of INR 1,46,54,117 per annum.

Subsequently, the Members, in the Annual General Meeting (“AGM”) held on June 30, 2023, had approved the increase in remuneration of Mr. Shamsheer Puri from INR 1,27,12,071 per annum to INR 1,65,49,128 per annum effective June 1, 2023.

Considering the achievements of Mr. Shamsheer Puri, the Board of Directors, in its meeting held on April 30, 2024, had recommended an increase in the remuneration Mr. Shamsheer Puri to INR 1,76,39,649 per annum effective June 1, 2024, subject to the approval of the Members.

The Board recommends the resolution at Item No. 5 of the accompanying Notice for approval by the members.

Except Mr. Shamsheer Puri, whose appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

Additional information on directors recommended for appointment and whose remuneration is proposed for revision in the forthcoming Annual General Meeting in pursuance to Secretarial Standard-2 issued by Institute of Company Secretaries of India.

Name of the Director	Mr. Uday Singh	Ms. Rivoli Sinha	Mr. Nandit Vipul Raja	Mr. Shamsher Puri
Date of Birth and Age	April 7, 1949 75 years	January 1, 1984 40 years	September 1, 1979 44 years	December 19, 1968 55 years
Date of First Appointment on the Board	August 19, 2016	July 25, 2023	January 25, 2024	May 8, 2007
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Singh holds a bachelor's degree in science (electrical engineering) from Birla Institute of Technology—Mesra, Ranchi and a post-graduate diploma in management from Brilliant's School of Management, Chennai. Mr. Singh is currently an Independent Director on the board of SIS Limited ("SIS"), an ultimate holding company. He joined SIS in 2002 and was the CEO since 2004 and Whole-Time Director & CEO from August 2012 to April 2018.	Ms. Sinha is an entrepreneur and has more than 2.1 years of experience in the hospitality, Quick Service Restaurant and FMCG sectors. She graduated from the globally renowned Les Roches Hotel School in Switzerland. She founded NurtureU Enterprises, which is one of the earliest start-ups in the health food sector. She has been instrumental in bringing the leading Australian retail chain, Boost Juice Bars, to India	Mr. Raja is a versatile entrepreneur with strong leadership skills and approximately 22 years of extensive experience across various sectors. An alumnus of the London Business School, he successfully promoted Gujarat Anjan Cement. His key strengths lie in forging partnerships and alliances for the growth and development of ventures. In 2013, after achieving significant milestones, he moved to the commercial hub of Dubai to start a	Mr. Puri is a first-generation entrepreneur with a bachelor's degree in IT from St. Joseph's College, Bangalore. He has over 32 years of experience in leadership role of hotel, travel, and facility management industries. He was associated with the Oberoi Hotels for a short span of time, thereafter, he founded an alternate travel experience company in the year 1992 and ran it successfully for the next five years. In the year 1998, he ventured into the Facility Management

Name of the Director	Mr. Uday Singh	Ms. Rivoli Sinha	Mr. Nandit Vipul Raja	Mr. Shamsher Puri
	<p>Thereafter, he continues on the board in a non-executive capacity. He has over 44 years of experience in management and has, in the past, held various positions with Metallurgical Engineering Consultants (India) Limited and Jindal Vijaynagar Steel Ltd., and with Praxair Carbon Dioxide Private Ltd.</p>	<p>under the brand Joost Juice Bars. JOOST India has exponentially expanded to new locations in hospitals, gyms, highways, and airports. She has been strategizing the growth by providing a channelled pathway to AZDya Organics that has led to the success of the business.</p>	<p>trading and investment business.</p>	<p>industry with a proprietorship firm which he rapidly scaled over the next 10 years. Thereafter, in the year 2007, he launched Dusters Hospitality Services Private Limited, which quickly became one of India's leading domestic IFM service providers and evolved into a formidable player in the IFM space.</p>
Terms of re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Independent Director, not liable to retire by rotation, Term: 2 years effective January 25, 2024	Whole-time Director, not liable to retire by rotation, Term: 3 years effective July 20, 2022
No. of Board Meetings attended during the year as a director	2 (Two)	1 (One)	Nil	2 (Two)
Relationship with Directors and Key Managerial Personnel	None	Sister of Mr. Rituraj Kishore Sinha, Non-Executive Director	None	None

Name of the Director	Mr. Uday Singh	Ms. Rivoli Sinha	Mr. Nandit Vipul Raja	Mr. Shamsheer Puri
Directorships held in other Companies as on March 31, 2024	<ol style="list-style-type: none"> 1. SIS Ltd. 2. Terminix SIS India Pvt. Ltd. 3. Uniq Security Solutions Pvt. Ltd. 4. Uniq Facility Services Pvt. Ltd. 5. Uniq Detective and Security Services (Tamilnadu) Pvt. Ltd. 6. Uniq Detective and Security Services (AP) Pvt. Ltd. 7. Saksham Bharat Skills Ltd. 8. Security Skills Council (India) Ltd. 9. School Of Meaningful Experiences Pvt. Ltd. 10. Betterplace Safety Solutions Pvt. Ltd. 	<ol style="list-style-type: none"> 1. SIS Ltd. 2. SMC Integrated Facility Management Solutions Ltd. 3. ASA Homestays Pvt. Ltd. 4. A2dya Milk and Organic Products Pvt. Ltd. 5. Ritu Raj Resorts Ltd. 6. SISAMC SPV1 Pvt. Ltd. 7. Adi Chitragupta Finance Ltd. 8. Lotus Learning Pvt. Ltd. 9. SIS Group Enterprises Ltd. 10. Vardan Overseas Pvt. Ltd. 11. Sunrays Overseas Pvt. Ltd. 12. SIS Asset Management Ltd. 	None	<ol style="list-style-type: none"> 1. Rare Hospitality and Services Pvt. Ltd. 2. SMC Integrated Facility Management Solutions Ltd.
Membership/Chairmanship of the Committees of the Board (Audit Committee and Nomination and Remuneration Committee)	None	None	None	None

Name of the Director	Mr. Uday Singh	Ms. Rivoli Sinha	Mr. Nandit Vipul Raja	Mr. Shamsheer Puri
Remuneration last drawn (FY2023-24)	Nil	Nil	Nil	INR 1,33,69,362
Number of Equity Shares held in the Company as on March 31, 2024	Nil	Nil	Nil	Nil



dustersolutionservices
An SIS Group Enterprise

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**PLEASE FILL UP THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL**

ATTENDANCE SLIP

Folio No..... DP IDClient ID.....

Number of shares held:

I/We hereby record my/our presence at the 17th Annual General Meeting of Dusters Total Solutions Services Private Limited held on Saturday, July 6, 2024, at 11:00 a.m. at Nishant Regency, Fraser Road, Patna-800001.

.....
Name of the member
(in BLOCK letters)

.....
Signature of the member

ROUTE MAP TO THE AGM VENUE

Venue of the Annual General Meeting of the Company to be held on
Saturday, July 6, 2024, at 11:00 a.m.

**AGM
Venue**

Venue Address
Nishant Regency, Fraser Road, Patna-800001

