

# CROWN TOURS LIMITED

Registered Office: Shop-10, PL-22 Lakhani's Dolphin Sector-13, New Panvel,  
Raigarh, Navi Mumbai-410206 (Maharashtra)  
CIN: L63040MH1989PLC364261  
Tel.: 022-27469921  
Website: www.crownjaipur.org, E-mail: finance@crownjaipur.org

## NOTICE

### 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the Members of Crown Tours Limited will be held on Thursday, 30th September, 2021 at 11:00 A.M. at Shop-10, PL-22 Lakhani's Dolphin Sector-13, New Panvel, Raigarh, Navi Mumbai-410206(Maharashtra) to transact the following business:-

#### ORDINARY BUSINESS:

1. **Adoption of Accounts**

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021 and the report of the Board of Directors and Auditors thereon.

2. **Appointment of Statutory Auditors**

To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:

**"RESOLVED THAT** in accordance with Section 139, 142 and any other applicable provisions of Companies Act, 2013, read with the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Koshal & Associates, Chartered Accountants (FRN No.: 121233W) Mumbai, be and are hereby appointed as Statutory Auditors of the Company for a term of Five Years from the conclusion of the 32nd Annual General Meeting of the company till the conclusion of 37th Annual General Meeting, on such remuneration as may mutually agreed upon by the Board of Director and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

#### SPECIAL BUSINESS

3. **Approval of the Appointment of Statutory Auditors by the Board to fill casual Vacancy**

*To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:*

**"RESOLVED THAT** in accordance with Section 139(8) and any other applicable provisions of Companies Act, 2013, read with the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. Koshal & Associates, Chartered Accountants (FRN No.: 121233W) Mumbai as Statutory Auditors by the Board of Directors on 14th August, 2021 to fill the casual vacancy caused due to the resignation of M/s. Vikas Jain & Associates, Chartered Accountants (FRN No.006803C) Jaipur, be and is hereby approved to hold office till the conclusion of the ensuing Annual General Meeting."

4. **Appointment of Mr. Ranjith Soman as Chairman cum Managing Director of the Company:**  
*To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Ranjith Soman (DIN: 01714430), who was appointed as an additional director, with effect from 23rd June, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Ranjith Soman's candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, the consent of members be and is hereby accorded to the appointment of Mr. Ranjith Soman (DIN: 01714430) as Chairman-cum-Managing Director of the company for a period of 5 years with effect from 29th June, 2021 to 28th June, 2026 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ranjith Soman shall not exceed the overall ceiling of the total Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed and determined by the Board of Directors.

**RESOLVED FURTHER THAT** in terms of the Articles of Association of the Company, as long as Mr. Ranjith Soman continues to act as Chairman cum Managing Director, his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary/alter/amend at any time the terms and conditions of the said appointment and payment of remuneration in such manner as may be approved by the Board of Directors and acceptable to Mr. Ranjith Soman.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

5. **Appointment of Dr. Veena Ranjith as Director of the Company:**  
*To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Dr. Veena Ranjith (DIN: 02187295), who was appointed as an additional director, with effect from 23rd June, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Dr. Veena Ranjith's candidature for the office of Director, be and is hereby appointed as Non-executive Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

**6. Appointment of Mr. Rajat Ranjith Vaidyaras Director of the Company:**

*To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:*

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rajat Ranjith Vaidyar (DIN: 09168598), who was appointed as an additional director, with effect from 23rd June, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Rajat Ranjith Vaidyar's candidature for the office of Director, be and is hereby appointed as Non-executive Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

**7. Appointment of Mr. Rajan Balkrishna Raichura as Independent Director of the company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rajan Balkrishna Raichura (DIN: 09168588), who was appointed as an additional director, with effect from 23rd June, 2021, by the Board of Directors in accordance to section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rule, 2014 and Articles of Association, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Rajan Balkrishna Raichura's candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company for a period of Five years from 23rd June, 2021 to 22nd June, 2026 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard."

**8. Change in name of the Company:**

*To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:*

**"RESOLVED THAT** pursuant to the provisions of section 4, 13 and 14 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, rules, regulations, guidelines and subject to the approval of Stock Exchange (BSE Limited) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, Central Government and any other approvals as may be necessary for the Company in this regard, the consent of the Members be and is hereby accorded to change the name of the Company from "Crown Tours Limited" to "Yaan Enterprises Limited".

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below:

The name '**CROWN TOURS LIMITED**' as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other relevant documents, papers and places, as applicable, be substituted with the new name '**YAAN ENTERPRISES LIMITED**'.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized, to make applications/Forms or any other document(s) with concerned authorities and to do all such acts, deed, matters and things as may be necessary for the purpose of giving effect to this resolution with all Regulatory / Statutory Authorities."

By Order of the Board  
For **CROWN TOURS LIMITED**

RANJITH SOMAN  
(Managing Director)

Place: Raigarh, Navi Mumbai  
Date: 06.09.2021



## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 3 to 8 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
5. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
8. 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.crownjaipur.org](http://www.crownjaipur.org). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 25th September, 2021 to 30th September, 2021 (both days inclusive).
10. The Company has been maintaining, inter alia, the following statutory registers at its registered office:

- Register of contracts or arrangements in which directors are interested under section 189 of the Act
- Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company to its registered office or to Link Intime (India) Pvt. Ltd (RTA) at C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083, quoting reference of the Registered Folio Number.
12. Shareholders are requested to update their email address with their Depository Participants to enable the Company to send communications electronically.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members holding shares in physical form may submit Form No. SH-13 to the Company. Members holding shares in electronic form may submit the same to their respective depository participants.
14. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. to Link Intime (India) Pvt. Ltd.
16. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. The Company has complied with the necessary requirements as applicable, including sending of letters by the RTA to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation. Members can contact the Company's RTA for assistance in this regard.
17. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
19. The Annual Report of the Company for the Financial Year 2020-21, circulated to the members of the Company, is also uploaded on the Company's website [www.crownjaipur.org](http://www.crownjaipur.org).

20. The Board of Directors of the Company has appointed Brij Kishore Sharma of B. K. Sharma & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The facility of casting votes by a member using remote e-voting as well as the voting through ballot system on the date of the AGM.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on 27th September, 2021 at 09:00 AM. and ends on 29th September, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2021 may cast their vote electronically. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM. Remote e-voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (i) The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusingyourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (xi) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant CROWN TOURS LTD. on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the App Store and the Windows Phone Store respectively.. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile

**PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id.**

The company/RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders

- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.
- (xxi) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Link Intime Pvt Ltd. for voting thereafter and the facility shall be blocked therewith.



- (xxii) Any person who acquires shares of the company and becomes the Shareholder of the Company after dispatch of this notice and holds shares as of the cut-off date i.e. as on 23rd September, 2021 may obtain login ID and password by sending a request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) (RTAviz. Link IntimeIndiaPvt. Ltd.) with a copy to [finance@crownjaipur.org](mailto:finance@crownjaipur.org) (Company) by mentioning her/his folio number or DPID and Client ID., PAN, name and registered address. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (xxiii) The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with BSE Limited and shall also be displayed on the Company's website and CDSL's website. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.

By Order of the Board  
For **CROWN TOURS LIMITED**

Ranjith Soman  
(Managing Director)

Place: Raigarh, Navi Mumbai  
Date: 06.09.2021

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the special Business mentioned in the accompanying Notice:

#### **Item No. 3**

The Statutory Auditors of the Company M/s. Vikas Jain & Associates, Chartered Accountants has submitted their resignation on 30th July, 2021. The reason for the resignation was that the registered office of the company has been shifted from the State of Rajasthan to State of Maharashtra and it would not be feasible and possible to continue as Statutory Auditors of the Company, being they are not having setup/office in Maharashtra.

The Board of Directors of the Company, in its meeting held on 14th August, 2021 has appointed M/s. Koshal & Associates, Chartered Accountants (FRN No.: 121233W) Mumbai as Statutory Auditors to fill the casual vacancy of the office of the Auditors as per provisions of Section 139(8) of the Companies Act, 2013.

As per the provisions of the Section 139(8) any casual vacancy in the office of the Auditors shall be filled by the Board of Directors within 30 days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The resolution is proposed to approve the appointment of statutory auditor made by the Board to fill a casual vacancy due to resignation. The members may approve the Resolution as Ordinary Resolution.

No Director, Key Managerial Personnel and their relatives is in any way, concerned or interested in the resolution.

#### **Item No.4**

The Board of Directors, at its meeting held on Wednesday, 23rd June, 2021, appointed Mr. Ranjith Soman an additional director of the Company. The Board of Directors, in its meeting held on 28th June, 2021 has appointed Mr. Ranjith Soman as Chairman cum Managing Director on recommendation of the Nomination and Remuneration Committee for a period of 5 years.

Mr. Ranjith Soman holds a degree of Master of Technology in Civil Engineering from Indian Institute of Technology Bombay, Mumbai and have experience around 30 years in large infrastructure projects in India from inception to competition.

The appointment of Mr. Ranjith Soman as Chairman cum Managing Directors was made by the Board of Directors of the company subject to approval by a resolution at the next general meeting as per provisions of Section 196(4) of the Act. The remuneration payable to Mr. Ranjith Soman will be as per Schedule V and other applicable provisions of the Companies Act, 2013. He is not liable to retire by rotation.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

The Board of Directors proposed to pass the Resolution as Special Resolution set out at item No. 4 of the Notice for the approval of the members.

No Director, Key Managerial Personnel and their relatives, except appointee himself, Dr. Veena Ranjith (Wife) and Mr. Rajat Ranjith Vaidyar (Son) are interested in resolution.

**Item No. 5**

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed Dr. Veena Ranjith (DIN No.: 02187295) as an Additional Director (Non-executive, Non-independent director) with effect from 23rd June, 2021.

In terms of section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, Dr. Veena Ranjith (DIN No.: 02187295) hold office as an additional director only up to the date of forthcoming Annual General Meeting. Considering her knowledge and skill Nomination & Remuneration committee has recommended her name for the office of director, liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that she is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Dr. Veena Ranjith fulfills the conditions specified in the Act/Regulation. The Board recommends the Ordinary Resolution set out at item No.5 of the Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

No Director, Key Managerial Personnel and their relatives, except appointee himself, Mr. Ranjith Soman (husband) and Mr. Rajat Ranjith Vaidyar (Son) are interested in resolution.

**Item No. 6**

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed Mr. Rajat Ranjith Vaidyar (DIN No.: 09168598) as an Additional Director (Non-executive, Non-independent director) with effect from 23rd June, 2021.

In terms of section 161(1) of the Companies Act, 2013 read with Article of Association of the Company, Mr. Rajat Ranjith Vaidyar hold office as an additional director only up to the date of forthcoming Annual General Meeting. Considering his knowledge and skill Nomination & Remuneration committee had recommend his name for the office of director, liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Mr. Rajat Ranjith Vaidyar fulfills the conditions specified in the Act/Regulation. The Board recommends the Ordinary Resolution set out at item No. 6 of the Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

No Director, Key Managerial Personnel and their relatives, except appointee himself, Mr. Ranjith Soman (Father) and Dr. Veena Ranjith (Mother) are interested in resolution.

**Item No. 7**

The Board of Directors, upon the recommendation of Nomination and Remuneration Committee, had appointed Mr. Rajan Balkrishna Raichura (DIN No.: 09168588) as an Additional Director (Non-executive Independent director) for a period of 5 years with effect from 23rd June, 2021 subject to approval of the Members of the company in general meeting, not liable to retire by rotation.

Considering his knowledge and skill Nomination & Remuneration committee had recommend his name for the office of director, not liable to retire by rotation.

The Company has received consent in writing from him to act as Director of the Company and declarations that he is not disqualified to act as Director under section 164(2) of the Act and are not debarred from holding the office by virtue of any SEBI Order or any other authority. The declaration under Section 149 for



independence has also been received by the Company. In the opinion of the Board, Mr. Rajan Balkrishna Raichura fulfills the conditions specified in the Act/Regulation. The Board recommends the Special Resolutions set out at item No. 7 of the Notice for the approval of the members.

The brief profile, specific areas of his expertise and other information as required by SEBI (LODR) Regulations and Secretarial Standard 2, is provided at the end of the Notice.

No Director, Key Managerial Personnel and their relatives are interested in resolution

#### **Item No. 8**

The Members may note that the Board of Directors of the Company at its meeting held on Saturday, 14th August, 2021 proposed for change of name of the Company from "Crown Tours Limited" to "Yaan Enterprises Limited", subject to the approval of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities like stock Exchanges, NSDL and CDSL. The Board is in the opinion that the name change would give better representation in the Market.

The Registrar of Companies has approved the availability of the desired name i.e. "Yaan Enterprises" vide its approval dated 27th August, 2021.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Consequent upon change of name of the Company, the name "Crown Tours Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "Yaan Enterprises Limited".

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board considers that the Resolution set out at Item No.8 in this Notice is in the best interest of the Company and recommends the said Special Resolution for approval of shareholders. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "Yaan Enterprises Limited".

The Company has obtained a certificate from Koshal & Associates, Chartered Accountants ;which states that the company has complied the sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, which hereby confirm as under-

- a. The Company has not been changed its name in last one year. The Company is carrying his business with the same name since from incorporation.
- b. There has been no change in business activities of the company in last one year period; the whole revenue in the preceding one year has been accounted for by existing activities. No new activity has been taken up by the company in last one year.

c. There is no change in business activities of the company in last one year ; the whole investment has been made by the company in the existing activities. No new activity has been taken up by the company in last one year.

Certificate received for above-mentioned regulation is available for inspection during the business hours at the registered office of the company.

The Board recommends the Special Resolution as set out at Item No.8 of this Notice, for the approval of the Members.

It is proposed to authorize the Board of Directors or the Company Secretary of the Company to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

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

By Order of the Board  
For **CROWN TOURS LIMITED**

RANJITH SOMAN  
(Managing Director)

Place: Raigarh, Navi Mumbai  
Date: 06.09.2021

As required under Regulation 36(3) of listing regulation and Secretarial Standard on General Meeting (SS-2) the details of Director proposed to be appointment is given below and forms part of the notice.

Sr. No.	Nature of Information	Particulars	Particulars
1.	Name	Mr. Ranjith Soman	Dr. Veena Ranjith
2.	Date of Birth	21/05/1965	16/05/1969
3.	Age	57	53
4.	Brief Resume including experience	<p>Ranjith Soman holds a degree of Master of Technology in Civil Engineering from Indian Institute of Technology Bombay, Mumbai. He has experience of around 30 years in large infrastructure projects in India from inception to completion.</p> <p>Ranjith Soman is also the Founder, Chairman, Managing Director and the Visionary behind Beaver Infra Consultants Pvt. Ltd.</p>	<p>Dr. Veena Ranjith is a business woman, educationalist, philanthropist and a doctor well versed in medicine.</p> <p>Having above 13 years' experience as HR and Finance director in Beaver Infra Consultants Pvt. Ltd.</p>
5.	Date of first appointment	23/06/2021	23/06/2021
6.	Qualification	M. Tech (IIT), F.I.E, C. Eng. MBA	B.A.M.S., M.D.H.M., M.B.A.
7.	Nature of expertise in specific functional area	Expertise in Infra Structure Projects	Director of HR and Finance department.
8.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Husband of Veena Ranjith and Father of Rajat Ranjith Vaidyar	Wife of Ranjith Soman and mother of Rajat Ranjith Vaidyar
9.	Shareholding in the Company	44.87%	17.25%
10.	Directorship in other Companies	Beaver Infra Consultants Pvt. Ltd Aavas Enterprise Pvt. Ltd.	Beaver Infra Consultants Pvt. Ltd Caster Projects Pvt. Ltd.
11.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NA	NA
12.	No. of board meetings attended during the year 2019-2020	Nil	Nil
13.	Terms and conditions of appointment or re-appointment	As per permissible limits of Schedule V of the Companies Act, 2021	NA
14.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2021	NA



Sr. No.	Nature of Information	Particulars	Particulars
1.	Name	Mr. Rajat Ranjith Vaidyar	Mr. Rajan Balkrishna Raichura
2.	Date of Birth	01/08/1995	18/10/1990
3.	Age	26	31
4.	Brief Resume including experience	2 years' experience in Engineering Consultancy	Experience of more than 10 years in the field of taxation, audit, financial advisory.
5.	Date of first appointment	23/06/2021	23/06/2021
6.	Qualification	B. Engg.(Glasgow)	Chartered Accountant.
7.	Nature of expertise in specific functional area	Experience in software and other tools requirement to the industry.	Taxation (Direct Tax and GST)
8.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Son of Mr. Ranjith Soman (Director) Son of Dr. Veena Ranjith (Director)	Independent
9.	Shareholding in the Company	Nil	Nil
10.	Directorship in other Companies	Nil	Nil
11.	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil	Nil
12.	No. of board meetings attended during the year 2019-2020	Nil	Nil
13.	Terms and conditions of appointment or re-appointment	NA	NA
14.	Remuneration sought to be paid	NA	NA