

**POSTAL BALLOT NOTICE**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

**To,  
The Members,**

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**“the Act”**), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate affairs (**“MCA”**), Government of India, for holding General Meeting / Conducting Postal Ballot process through remote electronic voting (**“remote e-voting”**) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), the following items of Special Business are proposed to be passed by the Members of **Fervent Synergies Limited (“the Company”)** by means of Postal Ballot only by way of remote e-voting. The instructions regarding Remote e-voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, SS-2 and Regulation 36 of the SEBI Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) for the purpose of providing remote e-voting facility to all its members.

The Board of Directors of the Company at its meeting held on **23 January, 2025** has appointed Mr. Sanjay Dholakia, (Membership No. 2655 & C.P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences **from 9.00 a.m. (IST) on Wednesday, 05<sup>th</sup> February, 2025 and ends at 5.00 p.m. (IST) on Thursday, 06<sup>th</sup> March, 2025.**

The Scrutinizer shall submit his report to the Chairperson or to a person authorized by the Chairperson upon the completion of the scrutiny of the votes casted through remote e-voting. The result of the Postal Ballot will be announced on or before Monday, 10<sup>th</sup> March, 2025. The said results along with Scrutinizer’s Report shall be intimated to the Stock Exchanges where the Company’s shares are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). The results along with Scrutinizer’s Report shall also be hosted on the Company’s

**FERVENT SYNERGIES LIMITED**

*B/7-8, Satyam Shopping Centre, M. G. Road, Ghatkopar (East), Mumbai - 400 077*  
*Tel.: 91-22-25017801/02 Tele-Fax: 91-22-25017000 Email: [info@ferventsynergies.com](mailto:info@ferventsynergies.com)*  
*Corporate Identity Number: L24239MH2009PLC193843*

website at [www.ferventsynergies.com](http://www.ferventsynergies.com) and on the e-voting website of NSDL i.e. on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:****Approve entering into Material Related Party Transactions with Verve Greens Holding & Realty Pvt Ltd & Verve Greens Inc, related parties of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or reenactment (s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise,) with below mentioned related parties (“Related Party”), relating to transactions the details of which are more particularly set out in the explanatory statement of the Notice, and related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, provided however that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Party and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

<b>Name of Related Party</b>	<b>Name of Relationship</b>	<b>Nature of Transaction</b>	<b>Amount (up to)</b>
Verve Greens Holding & Realty Pvt Ltd	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Rendering of services, availing of the Services Inter Corporate Loan, Interest Income / Expense, Purchase or sale of goods for business purpose at arm length and in ordinary course of business	Rs. 50 Crore
Verve Greens Inc	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Rendering of services, availing of the Services Inter Corporate Loan, Interest Income / Expense, Purchase or sale of goods for business purpose at arm length and in ordinary course of business	Rs. 50 Crore

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors of,  
Fervent Synergies Limited**

Sd/-

**Sanjay Pravinchandra Thakkar**  
**Managing Director**  
**DIN: 00588420**

**Date: 23/01/2025**

**Place: Mumbai**

**Registered Office:**

**FERVENT SYNERGIES LIMITED**

**(CIN: L24239MH2009PLC193843)**

**Registered Office:** B-7/8, Satyam Shopping Centre,  
M.G.Road, Ghatkopar East,  
Mumbai- 400077.

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17 (11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after referred as SEBI LODR Regulations) as amended pertaining to the said resolutions setting out the material facts concerning the said items and there as on thereof is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on **Friday, 31<sup>st</sup> January, 2025 (“Cut-off date”)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on

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the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.

3. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or its Registrar and Transfer Agent in case the shares are held by them in physical form. Members may follow the instructions given under point for registering their e-mail addresses.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (“NSDL”) as the agency for facilitating remote e-voting to enable the Members to cast their votes through remote e-voting. In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting.
6. A copy of the Postal Ballot Notice is available on the website of the Company at [www.ferventsynergies.com](http://www.ferventsynergies.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of our Remote e-voting agency i.e. NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting (“e-voting period”). Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to [info@ferventsynergies.com](mailto:info@ferventsynergies.com) from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period i.e. from **Wednesday, 05<sup>th</sup> February, 2025 to Thursday, 06<sup>th</sup> March, 2025**.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. **Friday, 31<sup>st</sup> January, 2025**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice.
10. The e-voting period commences at **9.00 a.m. (IST) on Wednesday, 05<sup>th</sup> February, 2025 and ends at 5.00 p.m. (IST) on Thursday, 06<sup>th</sup> March, 2025**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through Remote e-voting facility only. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The Remote e-voting will be blocked by **Thursday, 06<sup>th</sup> March, 2025 at 5.00 p.m. (IST)** and will not be allowed beyond the said date and time.

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11. The Board of Directors of the Company at its meeting held on **23<sup>rd</sup> January, 2025** have appointed Mr. Sanjay Dholakia, (Membership No. 2655 / C. P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. He has communicated his willingness for such appointment.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-voting process will be announced by the Chairman, or such person as authorized by the Chairman, on or before Saturday, 08<sup>th</sup> March, 2025. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ferventsynergies.com](http://www.ferventsynergies.com) and on the website of NSDL e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited.
14. The Resolution, if approved by Postal Ballot through Remote e-voting, shall be deemed to have been passed on Thursday, 06<sup>th</sup> March, 2025, i.e. the last date specified for receipt of votes through the Remote e-voting process.
15. Process for those Members whose e-mail ids are not registered with the Depository Participant/the Company or its Registrar and Transfer Agent for procuring user id and password and registration of e-mail ids for e-voting for the resolution is as follows:

**Registration of email addresses:** Members holding shares in physical mode and who have not updated their email addresses with the Company or its Registrar and Transfer Agent are requested to update their email addresses by sending the in ISR-1 form duly filled and signed, mentioning Folio No., Name and address of the Member, 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) and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/update their email addresses with relevant depository participants.

**16. The procedure and instructions for e-voting are as follows:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

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account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on

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the e-Voting system of NSDL

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

***FERVENT SYNERGIES LIMITED***

*B/7-8, Satyam Shopping Centre, M. G. Road, Ghatkopar (East), Mumbai - 400 077*  
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*Corporate Identity Number: L24239MH2009PLC193843*

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@ferventsynergies.com](mailto:info@ferventsynergies.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [info@ferventsynergies.com](mailto:info@ferventsynergies.com)

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD- 2 ON GENERAL MEETING AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE**

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from 1st April, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower

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The Company has existing transactions with mentioned parties, which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) in respect of transactions for the financial year 2024-25 onwards is likely to exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting/ Postal Ballot meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties during the Financial year 2024-25 and remaining outstanding at any one point in time shall not exceed the limits mentioned below during any one financial year,

<b>Name of Related Party</b>	<b>Name of Relationship</b>	<b>Nature of Transaction</b>	<b>Amount (up to)</b>
Verve Greens Holding & Realty Pvt Ltd	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Rendering of services, availing of the Services Inter Corporate Loan, Interest Income / Expense, Purchase or sale of goods for business purpose at arm length and in ordinary course of business	Rs. 50 Crore
Verve Greens Inc	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Rendering of services, availing of the Services Inter Corporate Loan, Interest Income / Expense, Purchase or sale of goods for business purpose at arm length and in ordinary course of business	Rs. 50 Crore

The proposed related party transactions are in the ordinary course of business and are based on the arm's length as required under the Act and Listing Regulations.

**Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>	<b>Details</b>
1.	Details of Summary of information provided by the management to the Audit Committee		
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Verve Greens Holding & Realty Pvt Ltd	Verve Greens, Inc.

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Sr. No.	Description	Details	Details
b)	Type and particulars of the proposed transaction	Rendering of services, availing of the Services Inter Corporate Loan, Interest Income / Expense, Purchase or sale of goods for business purpose at arm length and in ordinary course of business	
c)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Vijay Pravinchandra Thakkar & Mr. Karan Vijay Thakkar are common Directors in both the Companies.	
d)	Tenure of the proposed transaction	Recurring Nature	
e)	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Purchase of Products, inter corporate loans and other transactions for business purpose from/to any Financial Year, aggregating up to Rs. 50 crores.	
f)	Any advance paid or received for the contract or arrangement, if any	Not Applicable	
g)	Value of Transaction	Upto Rs. 50 Crores	Upto Rs. 50 Crores
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable	
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : a) Nature of indebtedness; b) Cost of funds; and c) tenure		
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security		
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
3.	Justification for the transaction	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations of the companies.	
4.	A statement that the valuation or other external report, if any, relied upon by the	Not Applicable	

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# **FERVENT**

*Synergizing Business Plans*

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>	<b>Details</b>
	listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder		
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

The said transaction, being a Material RPT, requires approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party (ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1.

The Board recommends passing of this Special Resolution as set out at Item No. 1 of this notice, for your approval.

Except for Mr. Vijay Pravinchandra Thakkar, Director (Director on Board of M/s. Verve Greens, Inc. & Verve Greens Holding & Realty Pvt Ltd) and Mr. Karan Vijay Thakkar, CFO (Director on Board of M/s. Verve Greens, Inc. & Verve Greens Holding & Realty Pvt Ltd) and their relatives, None of the Other Directors and/ or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors of,  
Fervent Synergies Limited**

**Sd/-**

**Sanjay Pravinchandra Thakkar**  
**Managing Director**  
**DIN: 00588420**

Date: 23/01/2025

Place: Mumbai

**Registered Office:**

**FERVENT SYNERGIES LIMITED,**  
**(CIN: L24239MH2009PLC193843)**

**Registered Office:** B-7/8, Satyam Shopping Centre,  
M.G.Road, Ghatkopar East,  
Mumbai- 400077

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