

TRIDENT/CS/2024  
November 12, 2024**National Stock Exchange of India Limited**Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E), Mumbai – 400 051  
Scrip Code: TRIDENT**BSE Limited**Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001  
Scrip Code: 521064**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Company, by way of remote e-voting process, for the following matter(s):

- Appointment of Mr. Rajiv Dewan (DIN: 00007988) as Non-Independent and Non-Executive Director of the Company
- Approval for payment of remuneration by way of Commission to Non-Executive Directors
- Approval of shareholders for inter corporate loans, investments, guarantees etc under Section 186 of the Companies Act, 2013

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 08, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories. **The Company has engaged the services of KFin Technologies Limited ("Kfin") to provide remote e-voting facility to its Members.**

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 13, 2024 and ends at 5.00 p.m. (IST) on Thursday, December 12, 2024.

The Postal Ballot Notice is also available on the official website of the Company at <https://www.tridentindia.com/>

12/11/2024

TL/2024/054097



Being different is normal

Talk: +91 161 5039999

Fax: +91 161 5038800

Visit: tridentindia.com

Request you to please take the same on your records.

Thanking you

Yours faithfully

For Trident Limited

(Sushil Sharma)

Company Secretary

Membership No-F6535

Encl: As above

Disclaimer :- The details of the authorised signatories are uploaded on the official website of the Company. You may authenticate the authority of the signatory before relying upon the contents of this communication by visiting <https://www.tridentindia.com/authority-matrix/> or may write to us on corp@tridentindia.com.

12/11/2024

TL/2024/054097

## TRIDENT LIMITED

Registered Office: Trident Group, Sanghera, Barnala, Punjab 148101, India | CIN : L99999PB1990PLC010307 | Toll Free No. :1800-180-2999  
Fax : +91 161 5039900 | Website : www.tridentindia.com | E-mail : corp@tridentindia.com

### POSTAL BALLOT NOTICE

#### To the members of the Company,

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of Trident Limited (the "Company") by means of Postal Ballot only through remote e-voting by electronic means ("remote e-voting") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 ("MCA Circulars") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and any other applicable provision of LODR Regulations, any circular issued by the Securities and Exchange Board of India ("SEBI"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("Notice") only by email to its members who have registered their email address with the Company/registrars and share transfer agent or depository(ies) / depository participants and the communication of assent / dissent of the shareholders on the resolutions proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Bhupesh Gupta, Practicing Company Secretary (Membership No. 4590, CP 5708), Proprietor of M/s. B.K. Gupta and Associates, Practicing Company Secretaries as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. **The remote voting period commences from Wednesday, November 13, 2024 at 9:00 a.m. (IST) and shall end on Thursday, December 12, 2024 at 5:00 p.m. (IST).** The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer's report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website i.e. www.tridentindia.com and on the website of evoting agency.

#### SPECIAL BUSINESS(ES):

##### Item No. 1 : Appointment of Mr. Rajiv Dewan (DIN: 00007988) as Non-Independent and Non-Executive 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 Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder and Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), Mr. Rajiv Dewan (DIN:00007988), who was appointed as an Additional Director in the category of Non-Independent Non-Executive Director, w.e.f. September 30, 2024, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Independent Non-Executive Director, liable to retire by rotation."

"RESOLVED FURTHER that pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 17(6) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board, the consent of the members be and is hereby accorded for the payment of remuneration to Mr. Rajiv Dewan by way of profit related commission, in addition to the amount of sitting fees for attending the meetings of Board and/or Committee thereof & other reimbursements, within the overall maximum limit of 1% (one percent) of the Net Profits of the Company per annum, approved/to be approved by the shareholders."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

**Item No. 2 : Approval for payment of remuneration by way of Commission to Non-Executive Directors**

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

“RESOLVED that pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), the consent of the members of the Company be and is hereby accorded to the payment of remuneration by way of profit related commission to Non-Executive Directors (Independent as well as Non-Independent) of the Company to be determined by the Board of Directors for each Non-Executive Director for each financial year, to be paid/distributed to any or all of the Non-Executive Directors in such manner as the Board of Directors may determine from time to time whether equally or not, within the overall maximum limit of upto 1% (one percent) of the Net Profits of the Company per annum, to be calculated in accordance with the provisions of Section 198 of the Act.”

“RESOLVED FURTHER that the aforesaid remuneration by way of Commission shall be in addition to the fee payable to the Directors of the Company for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in Board or other meetings as may be approved by the Board of Directors of the Company.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**Item No. 3:- Approval of shareholders for inter corporate loans, investments, guarantees etc under Section 186 of the Companies Act, 2013**

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

“RESOLVED that pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder and Articles of Associations of the Company (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force) and subject to such approvals, permissions, sanctions and consents of appropriate authorities, as may be necessary, the consent of Company be and is hereby accorded to the Board of Directors (hereinafter refer to as ‘the Board’ which term shall be deemed to include any committee or any officer(s) authorised by Board) to make loan(s) to any person or other body corporate and / or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any person or other body corporate and / or acquire by way of subscription, purchase or otherwise securities of any body corporate and/or subscribe to units / scheme of Mutual Fund up to a limit not exceeding Rs. 500 Crores (Rupees five hundred crore only), notwithstanding that the aggregate of loans, guarantees or security so far given or provided and investments so far made be and are hereby approved / ratified and which shall be over and above the aforesaid limits.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of, and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to any Committee or to any other officer(s) of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

By Order of the Board  
For **Trident Limited**

(Sushil Sharma)  
**Company Secretary**  
ICSI Membership No.: F6535

Place : Sanghera  
Date : November 06, 2024

**Registered Office:**

Trident Group, Sanghera, Barnala, Punjab 148101, India  
CIN: L99999PB1990PLC010307  
Toll Free No.: 1800-180-2999 | Fax: +91 161 5039900  
Website: www.tridentindia.com, E-mail: investor@tridentindia.com

## NOTES:

- i. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached herewith.
- ii. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 08, 2024 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories.
- iii. This Postal Ballot Notice will also be available on the Company's website at [www.tridentindia.com](http://www.tridentindia.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited ("**KFintech**") at <https://evoting.kfintech.com>.
- iv. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFintech to provide remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- v. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
- vi. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
- vii. **The remote e-voting period commences from Wednesday, November 13, 2024 at 9:00 a.m. (IST) and shall end on Thursday, December 12, 2024 at 5:00 p.m. (IST).** The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- viii. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at [investor@tridentindia.com](mailto:investor@tridentindia.com), not later than Thursday, December 12, 2024 at 5.00 p.m. (IST). Also, a scanned copy of the proof of authorisation, should be uploaded in PDF format at <https://evoting.kfintech.com/> for the scrutinizer to verify the same.
- ix. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolution, if passed by the requisite majority, shall be deemed to be passed on Thursday, December 12, 2024 i.e., the last date specified for the remote e-voting.
- x. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email, to the Company at [investor@tridentindia.com](mailto:investor@tridentindia.com)

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

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**Item No. 1**

Mr. Rajiv Dewan (DIN:00007988) was appointed as an Independent Director of the Company and his second term of appointment as an Independent Director has been completed on September 29, 2024. Considering his vast experience and expertise in the fields of Corporate Taxation (Direct & Indirect Taxation) and Corporate Governance matters, his sound business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, sound judgement ability, effective participation, performance evaluation, board services and substantial contribution made by him being a Chairman & Director of the Board and member of various Committees of the Board during his tenure, the Board of Directors of the Company on July 24, 2024, based on the recommendations of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), has appointed Mr. Rajiv Dewan (DIN: 00007988) as an Additional Director of the Company in the category of Non-Independent Non-Executive Director w.e.f. September 30, 2024, liable to retire by rotation. The Board believes that the continuation of Mr. Rajiv Dewan on the Board of the Company shall strengthen the overall Board's skills and governance, and his immense business knowledge, leadership, strategic thinking and sound Judgement approach shall provide continuous benefit to the Company.

He may be paid remuneration by way of profit related commission, as decided/approved or to be decided / approved by the Board, from time to time, for every financial year within the overall maximum limit of remuneration of 1% of Net profits, as approved/to be approved by the Shareholders for Non-Executive Directors, in addition to the payment of sitting fees for attending meetings of Board/Committees of Board & other reimbursements. The Net Profits shall be computed under Section 198 of the Companies Act, 2013 for each financial year.

The abovesaid remuneration shall be subject to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Regulation 17(6) of LODR Regulations and other applicable provisions of the said regulations, if any.

The Company has received notice from shareholder of the Company under section 160 for appointment/regularization of Director and Mr. Rajiv Dewan has given his consent to act as Director of the Company and declared that he is not disqualified to act as Director as per the provisions of Section 164 and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority of the Act. In the opinion of the Board, Mr. Rajiv Dewan fulfills the conditions prescribed under the Act and LODR Regulations, and the said appointment of Mr. Rajiv Dewan as Non-Independent Non-Executive Director of the Company, post completion of his tenure as Independent Director, is in due compliance of the Companies Act, 2013 and LODR Regulations, amended as on date.

The brief profile, specific area of expertise along with other details of Mr. Rajiv Dewan is provided in the "Annexure" to the Notice, pursuant to the provisions of (i) LODR Regulations and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India. The terms and conditions of appointment of Mr. Rajiv Dewan as Director of the Company would be available for electronic inspection between 11.00 a.m. and 1.00 p.m. (IST) on all working day of the Company upto the date of the closure of the Postal Ballot. Members seeking to inspect such documents can send an email to investor@tridentindia.com.

Your Board recommends the passing of Resolution set out at Item No. 1 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise, except the appointee himself, in the resolution set out at Item No. 1 of the Notice.

**Item No. 2**

The Shareholders at their 32nd Annual General Meeting held on July 23, 2022 have approved the payment of commission to all Independent Directors within overall limits of upto 1% of Net profits of the Company and authorized the Board to determine and decide the amount of commission payable to directors on annual basis.

Now, it is proposed to extend the eligibility for payment of commission to all Non-Executive Directors (Independent as well as Non-Independent) within the same overall limit of 1% of Net Profit of the Company, as approved earlier by the Shareholders.

This remuneration by way of commission for each Non-Executive Director, shall be decided by the Board of Directors based on the attendance, contribution or other parameters as the Board may deem fit. This remuneration shall be in addition to the sitting fee payable to the Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.

Your Board recommends the passing of a Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 2 of the Notice, except all the Non-Executive Directors to the extent of the remuneration that may be received by them.

**Item No. 3**

Keeping in view of the future plans of the Company and to fulfil long term strategic and business objectives and to enable optimal financing structure, the approval of the shareholders is being sought to authorize the Board to make loan(s) to any person or other body corporate and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to any person or other body corporate and/or acquire by way of subscription, purchase or otherwise securities of any body corporate and/ or subscribe to units/ scheme of Mutual Fund upto a limit not exceeding Rs. 500 Crores (Rupees five hundred crore only) in addition to the aggregate of loans, guarantees or security so far given or provided and investments so far made by the Company.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with applicable rules thereto and Articles of Association of the Company, to make investments, provide loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to any person or body corporate, the Company requires approval of the Shareholders by ordinary resolution.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

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

By Order of the Board  
For **Trident Limited**

(Sushil Sharma)  
**Company Secretary**  
ICSI Membership No.: F6535

Place : Sanghera  
Date : November 06, 2024

**Registered Office:**

Trident Group, Sanghera, Barnala, Punjab 148101, India  
CIN: L99999PB1990PLC010307  
Toll Free No.: 1800-180-2999 | Fax: +91 161 5039900  
Website: [www.tridentindia.com](http://www.tridentindia.com), E-mail: [investor@tridentindia.com](mailto:investor@tridentindia.com)

## ANNEXURE TO THE NOTICE (cont.)

## Details of Directors seeking Appointment/Reappointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Details	
Name	Mr. Rajiv Dewan	
DIN	00007988	
Age	62 years	
Brief Resume, Experience and expertise in specific functional area, Qualification	<p>Mr. Rajiv Dewan is a Fellow Member of the Institute of Chartered Accountants of India and is a practicing Chartered Accountant and possess sound business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, sound judgement ability.</p> <p>He possesses rich and varied experience for four decades in tax planning, management consultancy, business restructuring, capital market operations, SEBI-related matters and other corporate laws. Prior to starting his own practice, Mr Dewan has worked in senior positions in renowned textile companies.</p>	
Disclosure of relationships with Directors/KMP	None	
Date of first appointment on the Board	May 14, 2005	
Date of current appointment	September 30, 2024	
Terms and Conditions of appointment and remuneration proposed	<p>Terms of Appointment : Non-Independent Non-Executive Director, liable to retire by rotation.</p> <p>Proposed Remuneration: Remuneration by way of commission to be decided or approved by the Board from time to time within the overall limit of remuneration of upto 1% of Net profit payable to all Non-Executive Directors, as approved/to be approved by the shareholders, in addition to the payment of sitting fees for attending meetings of Board/Committees of Board.</p>	
Shareholding in the Company	Nil	
Remuneration sought to be paid/ last drawn	Sitting Fees and Commission amounting to INR 7.0 million paid during Financial Year 2023-24	
Number of Meetings of Board attended during the year (FY 2024-25)	Meeting Held-3 Meeting Attended-3	
Directorships held in other public Companies (excluding foreign & section 8 companies)	Independent Director-Mrs. Bectors Food Specialities Ltd	
Listed entities from which resigned from past three years	NIL <i>(except for the tenure upto September 29, 2024, completed as Independent Director in Trident Limited)</i>	
Membership / Chairmanship of Committees in other companies	<b>Name</b>	<b>Member/Chairman</b>
	Mrs. Bectors Food Specialities Ltd	1. Audit Committee - Chairman 2. Stakeholder Relationship Committee - Chairman
Skills and capabilities required for the role and the manner in which such requirements are met	Financial, Operations, Global Business Leader, Governance	



**ANNEXURE TO THE NOTICE (cont.)**





**INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

The Company has availed the services of KFin Technologies Limited (“KFin”) for conducting the Postal Ballot through remote e-voting.

- a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the Friday, November 08, 2024 only shall be entitled to avail the facility of remote e-voting. **The remote e-voting period commences from Wednesday, November 13, 2024 at 9:00 a.m. (IST) and shall end on Thursday, December 12, 2024 at 5:00 p.m. (IST).** The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted through Postal Ballot through remote e-voting. For this purpose, the Company has entered into an agreement with Kfin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting will be provided by Kfin.
- d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

**The procedure for remote e-voting is as under:**

**A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:**

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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <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 an 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 e-voting is in progress and also able to directly access the system of all ESPs.</li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” portal 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 held 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 e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**B. Login method for e-voting and joining virtual meetings for shareholders holding shares in physical mode and non- individual shareholders holding shares in demat form:**

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below:  
For Members holding shares in Demat Form :-
    - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - b) For CDSL: 16 digits beneficiary ID
  - For Members holding shares in Physical Form:
    - **Event no.** i.e. 8493 followed by Folio Number registered with the Company.
    - **Password:** 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 Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
    - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
  
You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the EVENT i.e., 8493
- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/" AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, November 08, 2024.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, November 08, 2024, may obtain the User ID and password in the manner as mentioned below:  
If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:
  - a) Send SMS: MYEPWD <space>  
E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL :  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - b) On the home page of <https://evoting.kfintech.com>, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. 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 <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.