



**ORBIT EXPORTS LIMITED**

Corporate Identification Number (CIN): L40300MH1983PLC030872

Registered Office: 122, 2nd Floor, Mistry Bhavan, Dinshaw Wachha Road, Near K.C. College,  
Churchgate, Mumbai 400 020

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**Postal Ballot Notice**

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

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the Members of the Company as Ordinary Resolution, by way of Postal Ballot through remote e-voting, i.e. voting through electronic means (“**Remote e-Voting**”). The instructions regarding Remote e-Voting and other relevant information are provided in the notes section of this Notice. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration and forms part of this Postal Ballot Notice.

**SPECIAL BUSINESS:**

- 1. Regularization of appointment of Mr. Birendranath Bandyopadhyay, (DIN: 10802067), as the Whole-time Director, designated as “Executive Director”, for a term of 5 years commencing from October 22, 2024, and payment of remuneration thereof.**

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

**“RESOLVED THAT** Mr. Birendranath Bandyopadhyay, (DIN: 10802067), who was appointed by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director of the Company effective October 22, 2024, holds the office as an Additional Director, up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (‘Act’) (including any modification or re-enactment thereof), However, in terms of Regulation 17 (1) of the SEBI Listing Regulations, his appointment is subject to the approval of the shareholders within 3 (three) months from the date of the Appointment, being eligible for appointment, he has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an “Executive Director” of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Sections 196, 197, 203 of the Act and other applicable provisions, if any, Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment and terms of the appointment including remuneration of Mr. Birendranath Bandyopadhyay (DIN: 10802067), as the Whole-time Director, designated as “Executive Director” of the Company, for a term of five consecutive years commencing from October 22, 2024 up to October 21, 2029, upon the terms and conditions of appointment and remuneration as recommended by the Nomination & Remuneration Committee, Audit Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this postal ballot notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act (subject to such approval as required), with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board and of Mr. Birendranath Bandyopadhyay.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”.

**2. Approval of the appointment and remuneration of Mr. Parth Seth as Chief Executive Officer, related party, holding place of profit, in the category of Key Managerial Personnel (KMP)**

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

“RESOLVED THAT pursuant to the provisions of Section 178 and Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, based on the recommendation of Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors at its Meeting dated October 22, 2024, consent of the Members be and is hereby given to appoint Mr. Parth Seth, who is related party holding place of profit, as Chief Executive Officer (“CEO”) effective from October 22, 2024 at the remuneration payable up to Rs. 75,00,000/- (Rupees Seventy-Five Lakhs only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”.

By order of the Board of Directors of  
**ORBIT EXPORTS LIMITED**

Sd/-

**Pranali Chawhan**  
**Company Secretary & Chief Compliance Officer**  
**Membership No. A59316**

Registered office:  
122, 2<sup>nd</sup> Floor, Mistry Bhavan,  
Dinshaw Wachha Road, Churchgate  
Mumbai - 400020  
Ph: - 91-22-66256262; Fax: +91-22-22822031  
Email: [investors@orbitexports.com](mailto:investors@orbitexports.com)  
Place: Mumbai; Date: November 28, 2024

**Explanatory statement pursuant to Sections 102 of the Companies Act, 2013 ('Explanatory Statement')**

**Item no. 1:**

**Regularization of appointment of Mr. Birendranath Bandyopadhyay, (DIN: 10802067), as the Whole-time Director, designated as "Executive Director", for a term of 5 years commencing from October 22, 2024, and payment of remuneration thereof.**

Mr. Birendranath Bandyopadhyay has over 25 years of extensive experience in technical operations across weaving and fabric processing. He holds a B.Tech from Calcutta University, an M.Tech from IIT Delhi, and has completed the Graduate Management Programme from IIM Lucknow.

He has played leadership roles at prominent organizations across multiple countries. His proven track record in optimizing production processes and enhancing operational efficiencies globally is expected to bring heightened growth for the Company.

Recognising his capabilities, based on the Nomination & Remuneration Committee's recommendation, the Board appointed Mr. Birendranath Bandyopadhyay as an Additional Director of the Company, effective October 22, 2024, and also as Whole-time Director designated as "Executive Director" for a term of 5 years until October 21, 2029, subject to retirement by rotation in accordance with the provisions of the Act.

Brief profile as required under the SEBI Listing Regulations and SS-2 are annexed to this Notice as Annexure 1.

The Company has received all the statutory declarations including the below:

- (i) Notice under Section 160 of the Act from a member proposing Mr. Birendranath Bandyopadhyay's candidature for the office of Director on the Board of Directors of the Company.
- (ii) Consent to act as an Executive Director in Form DIR-2.
- (iii) Intimation in Form DIR-8 on non-disqualification pursuant to the provisions of section 164(2) of the Act.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

In view of above, it is proposed to regularise the appointment of Mr. Birendranath Bandyopadhyay as an Executive Director, liable to retire by rotation, for a term of five years effective from October 22, 2024, to October 21, 2029.

The principal terms and conditions of appointment of Mr. Birendranath Bandyopadhyay, Executive Director, including his remuneration, are as follows:

**A. Salary:** (i) Rs. 77,80,000 per annum (Salary per annum'); and (ii) the Salary per annum may be revised based on the recommendation of Nomination and Remuneration Committee and approval of the Board, pursuant to the approval of the members by way of a special resolution at ensuing Annual General Meeting of the Company/ Postal Ballot.

**B. Perquisite and Allowances:**

1. House Rent Allowance at the rate of 50% of Basic Salary.

2. Supplementary Allowance Rs. 30,00,000 per annum (In the scale of Rs. 25,00,000 to Rs.30,00,000 per annum)

*Perquisite shall be evaluated as per the provisions of the Income tax Act, 1961 or any other rules thereunder or any other statutory modification(s) or re-enactment thereof wherever applicable and in the absence of any such rules, the same shall be evaluated at actual cost*

**C. Others Including Retirals:**

1. Provident Fund, Superannuation or annuity fund: to the extent not taxable under the Income tax Act, 1961.
2. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
3. Performance Bonus: As approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee with the overall scale.

**D. Commission:** Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 or any modification or enactment thereof. The specific amount payable to the Executive Director will be based on performance as evaluated by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and will be payable annually.

**E. Loss of Office:** Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.

Except Mr. Birendranath Bandyopadhyay, none of the director, key managerial personnel or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in item no. 1.

The Board of Directors, therefore, recommends the resolution for approval of the Members, as Ordinary Resolution.

**Item no. 2**

**Approval of the appointment and remuneration of Mr. Parth Seth as Chief Executive Officer, related party, holding place of profit, in the category of Key Managerial Personnel (KMP)**

Mr. Parth Seth is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is relative of Director(s) of the Company.

Mr. Parth Seth was first appointed in the Company as General Manager in 2016. He held the role of Vice President – Business Development till August 2023, thereafter, he was appointed as the Executive Director at 40<sup>th</sup> Annual General Meeting held on September 22, 2023, for the period of 3 (three) years from August 02, 2023, till August 01, 2026 (both days inclusive).

In order to shoulder more specific responsibilities in the Company, Mr. Parth Seth was strategized to be appointed Chief Executive Officer ('CEO') instead of the Executive Director. Therefore, Mr. Parth Seth tendered his resignation vide letter dated October 21, 2024, and based on the recommendations of Nomination & Remuneration Committee and Audit Committee, Board of Directors at its Meeting dated October 22, 2024, appointed him as CEO.

Further, pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of ordinary resolution of the Company; if such transaction is approved by the Board, the same must be ratified by the shareholders within the period of three months from the date of approval. Based on the recommendation of the Audit Committee, Board of Directors has approved the remuneration payable up to Rs. 75,00,000/- p.a. (Seventy-five lakhs per annum) to Mr. Parth Seth and hereby is recommending the Shareholders to approve and ratify the same.

Mr. Pankaj Seth, Mrs. Anisha Seth and Mrs. Vishaka Seth Mehra, being related to Mr. Parth Seth are deemed to be interested in the said item no. 2.

The relatives of Mr. Parth Seth may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no.2.

The Board of Directors, therefore, recommends the resolution for approval of the Members, as Ordinary Resolution.

### **Brief Profile of Mr. Parth Seth**

Mr. Parth Seth has done BSc in Management from the London School of Economics and Political Science. He has expertise in Designing, Sales and Marketing, Strategic Decisions, Business Expansion and Government Matters. He has another directorship in M/s. Mediaman Multritrade Private Limited.

Mr. Parth Seth leads the RMU division of the Company. Under his leadership, the RMU division has made significant growth during the previous years. He is also looking after designing, sales and marketing of Fashion Fabrics.

Mr. Parth Seth performs a significant role in the strategic decisions related business expansion and governance matters of the Company.

By order of the Board of Directors of  
**ORBIT EXPORTS LIMITED**

Sd/-

**Pranali Chawhan**

**Company Secretary & Chief Compliance Officer**

Membership No. A59316

Registered office:

122, 2<sup>nd</sup> Floor, Mistry Bhavan,  
Dinshaw Wachha Road, Churchgate

Mumbai - 400020

Ph: - 91-22-66256262; Fax: +91-22-22822031

Email: [investors@orbitexports.com](mailto:investors@orbitexports.com)

Place: Mumbai; Date: November 28, 2024

Encl.: Annexure 1 and Notes to the Postal Ballot Notice

## Annexure 1

### Brief profile of Director seeking appointment/re-appointment pursuant to regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)

<b>Name of the Director</b>	<b>Mr. Birendranath Bandyopadhyay</b>
<b>DIN</b>	10802067
<b>Designation/ category of the Director</b>	Whole-time Director designated as “Executive Director”
<b>Date of Birth and Age</b>	04/10/1968 56 years
<b>Date of first appointment on the Board</b>	October 22, 2024
<b>Qualification</b>	He holds a B.Tech from Calcutta University, an M.Tech from IIT Delhi, and has completed the Graduate Management Programme from IIM Lucknow.
<b>Experience and Expertise</b>	As mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
<b>Number of meetings of the Board attended during FY 2023-24</b>	Not applicable
<b>Directorship held in other companies</b>	NIL
<b>Membership/ Chairmanship of Committees of other Boards</b>	NIL
<b>Listed entities from which the person has resigned in the past 3 years</b>	NIL
<b>Terms and conditions of appointment</b>	As mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
<b>Details of Remuneration sought to be paid</b>	Not Applicable
<b>Remuneration last drawn</b>	Not Applicable
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors / Key Managerial Personnel</b>	None
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

#### Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. Brief profile of the Director seeking re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") is annexed to this Notice as Annexure 1.
3. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of Remote e-Voting through

National Securities Depository Limited (NSDL) to its Members, to enable them to cast their votes electronically. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on Friday, November 22, 2024 ('Cut-Off Date') shall be eligible to cast their votes through Postal Ballot by Remote e-Voting. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 14 of this Notice. Any person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

4. In terms of MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Company's Registrar and Transfer Agent ('RTA') i.e. Link Intime India Private Limited ('LI IPL'), as on the Cut-Off Date and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants as on the Cut-Off Date. All 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 / Depository Participants) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. Members who have not registered their e-mail IDs may follow the instructions given below in these Notes for registering their e-mail IDs. Physical copy of the Notice along with the postal ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
5. 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.
6. The Remote e-Voting shall commence on **Saturday, November 30, 2024, at 9:00 a.m. (IST)** and shall end on **Sunday, December 29, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting module shall be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
7. The Board of Directors appointed Dr. S. K. Jain, Practicing Company Secretary and Proprietor of M/s S. K. Jain & Co., Company Secretaries (Membership No. FCS 1473 and COP: 3076) as the Scrutinizer to scrutinize the process of Postal Ballot voting through Remote e-Voting in fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the results of the voting by Postal Ballot through Remote e-Voting will be announced by the Chairman, or such authorised person, within two working days of conclusion of Postal Ballot through Remote e-Voting i.e. on or before Tuesday, December 31, 2024. The Scrutinizer's decision on the validity of the Remote e-Voting shall be final and binding.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.orbitexports.com](http://www.orbitexports.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The resolution, if approved by the requisite majority by Postal Ballot through Remote e-Voting, shall be deemed to have been passed on the last date specified for e-voting i.e., Sunday, December 29, 2024, at 5:00 p.m. (IST).

11. Members may download the Notice from the website of the Company at [www.orbitexports.com](http://www.orbitexports.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [investors@orbitexports.com](mailto:investors@orbitexports.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID & Client ID between the period **Thursday, November 28, 2024, at 9:00 a.m. (IST) and Sunday, December 29, 2024 at 5:00 p.m. (IST)**.
13. **Process for those shareholders whose email IDs are not registered with the Depositories/Company for procuring user id and password and registration of e-mail IDs for Remote e-Voting for the resolution set out in this Notice:**
  - (i) Members holding shares in physical mode are requested to update their email IDs, PAN, KYC details and nomination details by submitting required documents to the Company at [investors@orbitexports.com](mailto:investors@orbitexports.com) or RTA i.e. LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company at <http://orbitexports.com/investor-information/> under 'KYC' tab and on the website of RTA at <https://web.linkintime.co.in/>
  - (ii) Members holding shares in demat mode are requested to update their details with their respective DP. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for Remote e-Voting**.
  - (iii) Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for Remote e-Voting by providing above mentioned documents.
  - (iv) 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.

**14. Process to cast votes through Remote e-Voting:**

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

**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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>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 NSDL e-voting website for casting your vote during the Remote e-Voting period.</li> <li>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>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 “<b>Login</b>” 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 website 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>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> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. The 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 use your existing my easi username &amp; password.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> </ol>

	<p>Click on login - My Easi New (Token) and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <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; e-mail 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 be able to directly access the system of all e-voting Service Providers.</p>
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.

**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 and 022 - 2499 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 e-Voting 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****
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 132276 then user ID is 132276001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow the detailed steps for registration of email IDs as mentioned in note no. 13 of this Notice.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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)
  - b) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on 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 is in active status.
2. Select “EVEN (132276)” of the 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 [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
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 Ms. Pallavi Mhatre, Senior Manager, NSDL or Mr. Sanjeev Yadav, Assistant Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)