

February 11, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited,

Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: KPITTECH

Scrip Code: 542651

Symbol: KPITTECH

Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Dear Sir / Madam,

Sub: - Notice of Postal Ballot

Ref:- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Please find enclosed herewith a copy of the Postal Ballot Notice (“Notice”) sent to shareholders to seek their approval for two special business as Special Resolutions:

- a) To Approve the Appointment of Mr. Ramesh Raskar (DIN: 10870313), as an Independent Director of the Company for a period of 3 (Three) years with effect from January 29, 2025, to January 28, 2028.
- b) To Approve the Appointment of Mr. Nishant Batra (DIN: 10913778), as an Independent Director of the Company for a period of 3 (Three) years with effect from January 29, 2025, to January 28, 2028.

The aforesaid Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 7, 2025 (“Cut-off date”)**, seeking their approval as set out in the Notice.

The Company has engaged in the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-Voting facility to its members. The details of the procedure to cast the vote forms part of the Notes section of the Notice.

| | |
|---------------------------------|--|
| Commencement of e-Voting | Thursday, February 13, 2025 (09:00 A.M. IST) |
| End of e-Voting | Friday, March 14, 2025 (05:00 P.M. IST) |

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the Notes section of the Notice.

KPIT Technologies Limited

Registered & Corporate Office: Plot No. 17, Rajiv Gandhi Infotech Park, MIDC-SEZ,
Phase-III, Maan, Taluka-Mulshi, Hinjawadi, Pune-411057, India.
CIN: L74999PN2018PLC174192

^ +91 20 6770 6000
E info@kpit.com
W kpit.com

The Notice will also be available on the Company's website at <https://www.kpit.com/investor-gov/> and also on the website of NSDL: www.evoting.nsdl.com

Kindly acknowledge receipt of the same.

Thanking you.

Yours faithfully,

For **KPIT Technologies Limited**

Nida Deshpande
Company Secretary & Compliance Officer

KPIT Technologies Limited

CIN: L74999PN2018PLC174192

Registered & Corporate Office: Plot No. 17, Rajiv Gandhi Infotech Park, MIDC-SEZ, Phase III, Maan, Taluka-Mulshi, Hinjawadi, Pune 411057, India.

Tel: +91 20 67706000 | Email: grievances@kpit.com | Website: www.kpit.com

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the ICSI and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) each as amended from time to time and pursuant to other applicable laws and regulations, resolutions as set out in this Postal Ballot Notice ("**Notice**"), is proposed to be passed by the Members of KPIT Technologies Limited ("**the Company**") through postal ballot only by way of remote e-voting facility ("**remote e-Voting**").

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s) as on **Friday, February 07, 2025 ("**Cut-off date**")**. If any Member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR, 2015, and in accordance with MCA Circulars, the Company is pleased to provide the facility to its Members,

to exercise their right to vote on the resolutions appended to this Notice, by 'remote e-voting' only, for this purpose, the Company has availed electronic voting platform of NSDL for facilitating e-voting. The instructions for e-voting are provided hereunder. E-voting commences on **Thursday, February 13, 2025 (09:00 a.m. IST)** and ends on **Friday, March 14, 2025, (05:00 p.m. IST)**. Members are requested to follow the procedure as stated in this Notice for casting their votes by e-voting.

In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the remote e-voting system only. Members are also requested to carefully read all the instructions given in the Notes. The said notice of Postal Ballot is also available on the website of the Company at www.kpit.com.

Mr. Jayavant Bhawe, Proprietor J. B. Bhawe & Co., Company Secretaries, Pune, has been appointed by the Board of Directors of Company at its meeting held on Wednesday, January 29, 2025, as the Scrutinizer to scrutinize the postal ballot process including voting in a fair and transparent manner. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman/Company Secretary or any other authorized personnel of the Company who shall counter sign the same.

The results of the Postal Ballot will be announced not later than 2 working days after the conclusion of the e-voting period. The said results would be displayed on the website of the Company www.kpit.com and on the website of NSDL www.evoting.nsdl.com/. The results shall simultaneously be intimated to the National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com where the shares of the Company are listed.

The proposed Special Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Notice. The Company seeks the approval of Members, for the following items of business.

SPECIAL BUSINESS

1. TO APPROVE THE APPOINTMENT OF MR. RAMESH RASKAR (DIN: 10870313), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM JANUARY 29, 2025, TO JANUARY 28, 2028.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, and article 93 of the Articles of the Associations of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(1)(b), 17 & 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the approval & recommendations of Nomination and Remuneration (HR) Committee and that of Board, **Mr. Ramesh Raskar** (DIN: 10870313) who was appointed as an Additional & Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, for a period of three years from January 29, 2025, to January 28, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

2. TO APPROVE THE APPOINTMENT OF MR. NISHANT BATRA (DIN: 10913778), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM JANUARY 29, 2025, TO JANUARY 28, 2028.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, and article 93 of the Articles of the Associations of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force

and Regulation 16(1)(b), 17 & 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the approval & recommendations of Nomination and Remuneration (HR) Committee and that of Board, **Mr. Nishant Batra** (DIN: 10913778) who was appointed as an Additional & Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, for a period of three years from January 29, 2025, to January 28, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the key managerial personnel of the Company, be and is hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

Date: January 29, 2025.

Place: Pune

By order of the Board of Directors
For KPIT Technologies Limited

Nida Deshpande
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI LODR, 2015 and the Secretarial Standards-2 on General Meetings issued by the ICSI, in respect of Director seeking appointment at this Postal Ballot is annexed.

All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to grievances@kpit.com mentioning his / her / its folio number / DP ID and Client ID.

3. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company www.kpit.com and on the website of e-voting agency NSDL www.evoting.nsd.com/
4. The notice is being sent to all the Members electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email address with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on **Friday, February 07, 2025**. A person who is not a member should treat this Postal Ballot Notice for informational purpose only.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.kpit.com.) duly filled and signed along with requisite supporting documents to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFin" / RTA) at KFin Technologies Limited, Selenium Tower

B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.

6. Members are requested to:
 - quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in demat form, in their correspondence(s) to the Company.
 - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 & other applicable provisions of SEBI LODR, 2015, and SS-2 and any amendments thereto, the Company is offering e-voting facility to enable the Members to cast their votes electronically.
8. The E-Voting period commences on **Thursday, February 13, 2025 (09:00 a.m. IST) and ends on Friday, March 14, 2025, (05:00 p.m. IST) both days inclusive**. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., as on **Friday, February 07, 2025**, may cast their votes electronically. The e-voting module will be disabled by National Securities Depository Limited ("NSDL") for voting thereafter.
9. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, February 07, 2025**, being the Cut-off Date fixed for the purpose.
10. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.com.
11. The resolutions if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., **Friday, March 14, 2025**.
12. 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.
13. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, read with circular dated June 10, 2024, has mandated shareholders holding shares in physical form for updating their PAN, KYC details. The Company has sent communications to shareholders in this regard. The necessary forms can be downloaded from the website of KFin at www.kfintech.com & of the Company at www.kpit.com
 14. In terms of the SEBI LODR, 2015, securities of listed companies can now only be transferred in dematerialized form, so the shareholders are advised to dematerialize shares held by them in physical form.
 15. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 16. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, (updated as on August 04, 2023 and December 20, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: <https://www.kpit.com/smart-odr/>
 17. The RTA of the Company has launched a unified platform “KPRISM” for the benefit of shareholders. KPRISM is a self-service portal that enables the shareholders to access their portfolios serviced by KFin, and check details like dividend status and make requests for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at <https://kprism.kfintech.com> For more assistance on KPRISM, shareholders may contact on 040-67162222.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 1:

Mr. Ramesh Raskar is the Associate Director of MIT Media Lab, Assoc. Prof. at MIT and director of the Camera Culture group at MIT Media Lab. At MIT, his co-inventions include Camera to see around corners, femto-photography, automated machine learning (auto-ML), private ML (split-learning), low-cost eye care devices (Netra,Catra, EyeSelfie), a novel CAT-Scan machine, motion capture (Prakash), long distance barcodes (Bokode), 3D interaction displays (BiDi screen), new theoretical models to augment light fields (ALF) to represent wave phenomena and algebraic rank constraints for 3D displays (HR3D).

In his recent role at Facebook, he launched & led innovation teams in Digital Health, Health-tech, Satellite Imaging, TV bandwidth for Connectivity, VR/AR and 'Emerging Worlds' initiative for FB. His new focus is on building world-scale interfaces between societal systems and cyber-physical systems. They span research in physical (e.g., sensors, health-tech), digital (e.g., automating machine learning) and global (e.g., geomaps, autonomous mobility) domains.

Mr. Ramesh Raskar received the Lemelson Award 2016, ACM SIGGRAPH Achievement Award 2017, Technology Review TR100 award 2004, Global Indus Technovator Award, top 20 Indian technology innovators worldwide 2003, Alfred P. Sloan Research Fellowship award 2009 and Darpa Young Faculty award 2010. Others include Marr Prize honorable mention 2009, LAUNCH Health Innovation Award, presented by NASA, USAID, US State Dept+ NIKE, 2010, Vodafone Wireless Innovation Award (first place) 2011. He has received four Mitsubishi Electric Invention Awards. His work has appeared in NYTimes, WSJ, CNN, BBC, New Scientist, Technology Review etc. He holds 125+ US patents. Patent impact and timeline analysis.

The Nomination and Remuneration (HR) Committee has considered his extensive experience and innovative contributions in technology and health-tech, including leadership roles at MIT Media Lab and Facebook, along with his numerous patents and prestigious awards, position him as an invaluable asset to the company. His proven ability to drive technological advancements and strategic initiatives aligns with Companies goals, promising significant enhancements to Companies capabilities & long-term growth and recommended to the Board, appointment of Mr. Ramesh Raskar as an independent director, not liable to retire by rotation, for a term of three

years effective from January 29, 2025, to January 28, 2028.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Raskar for the office of Independent Director of the Company. Mr. Raskar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Raskar has submitted a declaration of his independent status as required under Section 149 of the Act and that he is not disqualified from being appointed as a Director by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Raskar fulfills the conditions specified in the Act and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Raskar is independent of the management.

Further, Mr. Raskar has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Further, in terms of Regulation 25(2A) of the SEBI LODR 2015, appointment of Mr. Ramesh Raskar as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the approval of Members is sought for the appointment of Mr. Ramesh Raskar as an Independent Director of the Company.

Mr. Ramesh Raskar will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<https://www.kpit.com/investor-gov/>).

Other details of Mr. Raskar are given in a tabular format (Annexure A) below, which forms part of this notice.

Mr. Raskar is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Mr. Raskar is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the Directors or Key Managerial Personnel or

their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out in item No. 1 of the Postal ballot notice for approval of the Members.

Item No. 2

Mr. Nishant Batra is a technology expert with extensive experience in strategic leadership and innovation. He currently serves as the Chief Strategy & Technology Officer at Nokia, overseeing group strategy, technology investments, research, digital operations, and cybersecurity. His role also includes managing corporate venture capital assets and strategic partnerships.

Previously, Mr. Batra held key positions at Veoneer as EVP & Chief Technology Officer, where he was responsible for product lines, engineering, and innovation. He also played a pivotal role in the creation and successful acquisition of Arriver by Qualcomm.

At Ericsson, Mr. Batra led the Wireless Infrastructure business, achieving substantial market share growth and operational efficiency. He has a proven track record in managing large-scale projects and driving technological advancements.

Mr. Nishant Batra holds an MBA from INSEAD and a Master of Science in Telecommunications and Computer Science from Southern Methodist University. He has been recognized with multiple awards for his contributions to the industry and holds several patents in LTE technology.

The Nomination and Remuneration (HR) Committee has considered his experience and strategic leadership in technology and telecommunications, digital transformation, cybersecurity including his role as Chief Strategy & Technology Officer at Nokia, along with his successful tenure at Ericsson and Veoneer. His proven ability to drive technological advancements, optimize assets, and lead large-scale projects aligns with Company's goals and recommended to the Board, appointment of Mr. Nishant Batra as an independent director, not liable to retire by rotation, for a term of three years effective from January 29, 2025, to January 28, 2028.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Batra for the office of Independent Director of the Company. Mr. Batra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Batra has submitted a declaration of his independent status as required under Section 149 of the Act and that he is not disqualified from being appointed as a Director

by the SEBI or any other authority, which has been taken on record by the Board of Directors of the Company. In the opinion of the Board of Directors, Mr. Batra fulfills the conditions specified in the Act and the rules made thereunder and SEBI LODR, 2015 for being appointed as an Independent Director and Mr. Batra is independent of the management.

Further, Mr. Batra has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Further, in terms of Regulation 25(2A) of the SEBI LODR 2015, appointment of Mr. Nishant Batra as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the approval of Members is sought for the appointment of Mr. Nishant Batra as an Independent Director of the Company.

Mr. Nishant Batra will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. The terms and conditions of appointment are given more elaborately in the appointment letter of Independent Directors displayed on the website of the Company at (<https://www.kpit.com/investor-gov/>).

Other details of Mr. Batra are given in tabular format (Annexure B) below, which forms part of this notice.

Mr. Batra is not related to any other director or key managerial personnel of the Company or relatives of Directors or key managerial personnel.

Mr. Batra is concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent director may incur.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the **Special Resolution** set out in item No. 2 of the Postal ballot notice for approval of the Members.

Annexure A

Other details of Directors seeking appointment

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

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|--|---|
| Name of the Director | Ramesh Raskar |
| Date of Birth/Age | June 18, 1970 / 54 Years |
| Date of First Appointment | January 29, 2025 |
| Date of previous reappointment by shareholders | Not Applicable |
| Qualification | Ph.D., Computer Science from University of North Carolina at Chapel Hill |
| Experience | 22+ years |
| Shareholding in the Company | Nil |
| Shareholding in the Company of the spouse and immediate relatives of the Director | Nil |
| No. of Board meetings attended during the Financial Year 2024-25 | Not Applicable |
| Chairman/Member of the Committee of the Board of Directors of the Company | Nil |
| List of other Directorships held | Nil |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director | Nil |
| Remuneration proposed to be paid | He will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. |
| Relationship with other Directors or Key Managerial Personnel of the Company | Nil |
| Details of last drawn remuneration | Not Applicable |

Annexure B

Other details of Directors seeking appointment

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

| | |
|--|--|
| Name of the Director | Nishant Batra |
| Date of Birth/Age | November 13, 1978 / 46 Years |
| Date of First Appointment | January 29, 2025 |
| Date of previous reappointment by shareholders | Not Applicable |
| Qualification | <ul style="list-style-type: none"> • INSEAD (“Institut Europeen d’Administration des Affaires) MBA • Southern Methodist University: M.S., Telecommunications • Southern Methodist University: M.S., Computer Science • University of Pennsylvania - The Wharton School: Sales Executive Management Program • Boston University - School of Management: Executive Education, Services and Information Technology Industry. |
| Experience | 24+ years |
| Shareholding in the Company | Nil |
| Shareholding in the Company of the spouse and immediate relatives of the Director | Nil |
| No. of Board meetings attended during the Financial Year 2024-25 | Not Applicable |
| Chairman/Member of the Committee of the Board of Directors of the Company | Not Applicable |
| List of other Directorships held | Reorbit – Chairman of the Board |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director | Nil |
| Remuneration proposed to be paid | He will be entitled to receive sitting fees and commission in the same manner as any other independent director is entitled to. |
| Relationship with other Directors or Key Managerial Personnel of the Company | Nil |
| Details of last drawn remuneration | Not Applicable |

Instructions for E-Voting:

How do I vote electronically using NSDL e-Voting system?





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 |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on <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 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"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then using your existing my easi username & password. 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 the 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 are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <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. upon logging in, you will be able to see the 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.</p> |

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 |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members 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. 1800-21-09911</p> |

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:

| 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:
 - 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 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:
 - 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.
 - b) [“Physical User Reset Password?”](#) (If you are holding shares in physical mode) option available on 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 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.
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 jbbhave@gmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre at evoting@nsdl.com

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 evoting@nsdl.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 evoting@nsdl.com . 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 e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

Information at glance

| Particulars | Notes |
|--|--|
| Cut-off date to determine eligible Members to vote on the resolutions | Friday, February 7, 2025 |
| Voting start time and date | Thursday, February 13, 2025 (09:00 a.m. IST) |
| Voting end time and date | Friday, March 14, 2025, (05:00 p.m. IST) |
| Date on which the resolution is deemed to be passed | Friday, March 14, 2025 |
| NSDL e-voting website address | https://www.evoting.nsdl.com/ |
| Name, address and contact details of e-voting service provider | <p>Amit Vishal Deputy Vice President</p> <p>Pallavi Mhatre Senior Manager</p> <p>National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India</p> <p>Email: evoting@nsdl.com Contact number – 022 - 4886 7000</p> |
| Name, address and contact details of Registrar and Share Transfer Agent. | <p>KFin Technologies Limited Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.</p> <p>Email: einward.ris@kfintech.com Contact number: +91 40 67162222/76611000</p> |