

Donear/SECD/SE/2024-25/049

February 27, 2025

To,

**The Manager,**  
**Corporate Relations Department,**  
**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort, Mumbai - 400 001

**The Manager,**  
**Listing Department,**  
**National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

Scrip Code: 512519

Symbol: DONEAR

**Sub: Intimation of the Postal Ballot Notice****Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").**

Dear Sir / Madam,

Pursuant to SEBI Listing Regulations, please find attached herewith a copy of the Postal Ballot Notice, along with the Explanatory Statement ("Postal Ballot Notice"), dispatched today to the shareholders of Donear Industries Limited ("the Company") for seeking their approval.

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being sent through e-mail to all those Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with Depositories, Company and/or MUFG Intime India Private Limited ("RTA") as on Friday, February 21, 2025 Cut-off date.

The schedule of events for the Postal Ballot is as given under:

<b>Cut-off date (for dispatch and e-voting)</b>	Friday, February 21, 2025
<b>Completion date of sending of Postal Ballot Notice through e-mail</b>	Thursday, February 27, 2025
<b>E-voting start date/time</b>	Tuesday, March 4, 2025 (9:00 a.m. IST)
<b>E-voting end date/time</b>	Wednesday, April 2, 2025 (5:00 p.m. IST)
<b>Declaration of results By</b>	Friday, April 4, 2025

Further, the Postal Ballot notice is also available on the Company's website at [www.donear.com](http://www.donear.com), and on the website of the e-voting service provider viz., NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking You,  
Yours Faithfully,

**For Donear Industries Limited**



**Sejal Shah**  
**Company Secretary & Compliance Officer**  
Membership No. A55588

Encl.: As Above



**DONEAR INDUSTRIES LIMITED**

**CIN: L99999MH1987PLC042076**

**Registered Office:** Donear House, 8<sup>th</sup> Floor, Plot No. A - 50, Road No. 1,  
MIDC, Andheri (East), Mumbai - 400 093.

**Tel No:** +91 22 6834 8100 **Fax No.:** +91 22 6834 8313

**E-mail:** [investor@donear.com](mailto:investor@donear.com) **Website:** [www.donear.com](http://www.donear.com)

*In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e- voting explained in the Notice.*

### **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]**

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force, as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolution set out below is proposed to be passed by shareholders of the Company through postal ballot through remote e-voting process only. An Explanatory Statement Section 102(1) pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration.

The Board of Directors at their meeting held on 14<sup>th</sup> February, 2025 have appointed Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. In accordance with MCA Circulars, Members can vote only through the remote e-voting process. The Remote e-voting period commences from 9.00 A.M. (IST) on Tuesday, March 4, 2025 and ends at 5.00 P.M. (IST) on Wednesday, April 2, 2025. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Wednesday, April 2, 2025 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote E-Voting. The results of e-voting will be announced on or before Friday, April 4, 2025 and will be displayed on the Company's website [www.donear.com](http://www.donear.com) and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:**

**ITEM NO.1**

**TO APPOINT MRS. APARNA PRAVEEN CHATURVEDI AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board at their respective meetings, Mrs. Aparna Praveen Chaturvedi (DIN: 00028647), who was appointed as Additional Director in the capacity of an Independent Director with effect from February 14, 2025, who being eligible for appointment as well as meeting the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till February 13, 2030, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Rajendra Agarwal, Managing Director of the Company and/or Mr. Ashok Agarwal, Chief Financial Officer and/or Ms. Sejal Shah, Company Secretary of the Company be and are hereby severally authorized to submit/ file the prescribed e-form(s) along with all the prescribed paper(s), document(s) deed(s) etc., as may be necessary and to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**By Order of Board of Directors**

**Sejal Shah**  
**Company Secretary & Compliance Officer**  
(ACS No. 55588)

**Place: Mumbai**

**Date: February 14, 2025**

**Registered Office:**

Donear House, 8th Floor,  
Plot No. A - 50, Road No. 1, MIDC,  
Andheri (East), Mumbai - 400 093  
CIN: L99999MH1987PLC042076  
Website: [www.donear.com](http://www.donear.com)

## Notes:

1. A statement pursuant to the provisions of Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, the 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, February 21, 2025 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company/ Depositories.

There will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

3. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialized mode are requested to register/update their email addresses and KYC Documents with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses and KYC Documents with the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime Private Limited) at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or at <https://swayam.linkintime.co.in/>.
4. This Postal Ballot Notice will also be available on the Company's website at [www.donear.com](http://www.donear.com), on the website of Stock Exchanges i.e. 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 NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution 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.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity capital of the Company as on the Cut-Off Date.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The Board has appointed Mr. Yogesh Sharma, Practicing Company Secretary (COP No.: 12366 / Membership No.: FCS 11305), as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. In compliance with provisions of Section 108 & 110 of the Companies Act, 2013 and other applicable provisions of the Act read with rules, Master circular dated 11<sup>th</sup> July, 2023 of SEBI and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility. The e-voting period begins on 9.00 A.M. (IST) on Tuesday, March 4, 2025 and ends at 5.00 P.M. (IST) on Wednesday, April 2, 2025 (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is on Friday, February 21, 2025 may cast their votes. The remote e-voting module shall be disabled by NSDL, for e-voting after 05:00 p.m. (IST) on Wednesday, April 2, 2025. Once the vote on a resolution has been cast by a Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

10. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be declared by placing it along with scrutinizer report on the website of the Company at [www.donear.com](http://www.donear.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **on Wednesday, April 2, 2025.**
12. The result of the Postal Ballot will be announced on or before **Friday, April 4, 2025.** The Scrutinizer's decision on the validity of votes cast will be final.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investor@donear.com](mailto:investor@donear.com) from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

#### **PROCEDURE AND INSTRUCTIONS FOR 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 Master circular dated 11<sup>th</sup> July, 2023 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

3. 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. 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.
4. 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**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://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](http://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.

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
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. 1800-21-09911

**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](http://www.evoting.nsdl.com).
  - b) [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.  
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 csymsharma@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 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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 [investor@donear.com](mailto:investor@donear.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 ([investor@donear.com](mailto:investor@donear.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

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

**Item No. 1:**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on February 14, 2025, appointed Mrs. Aparna Praveen Chaturvedi (DIN: 00028647), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 14, 2025, to February 13, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mrs. Aparna Chaturvedi aged 66 years, Mrs. Aparna Praveen Chaturvedi is an MBA in Finance from the University of Lucknow and a recipient of the prestigious Chevening Scholarship at Manchester Business School. She is presently in new role of Independent Board Member of a few companies. She has industry experience of more than 36 years with Financial Institutions viz. UTI AMC Ltd. (Mutual Fund), ASREC (Asset Reconstruction Company) and PICUP (State Financial Corporation). Mrs. Aparna Chaturvedi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as a Director. The Company has also received declarations from Mrs. Aparna Chaturvedi stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Aparna Chaturvedi is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mrs. Aparna Chaturvedi, fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and she is independent of the management.

Accordingly, the Board of Directors has proposed to the Members of the Company, the appointment of Mrs. Aparna Chaturvedi (DIN: 00028647) as Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of Five years till February 13, 2030. Mrs. Aparna Chaturvedi would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof and profit related commission as may be approved by the members, from time to time. The Board is of the view that Mrs. Aparna Chaturvedi's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members. Brief Profile of Mrs. Aparna Chaturvedi, including nature of her expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure - I to this Notice. Save and except Mrs. Aparna Chaturvedi and her relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 of the Notice. The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the Members.

**By Order of Board of Directors**

**Sejal Shah**  
**Company Secretary & Compliance Officer**  
(ACS No. 55588)

**Place: Mumbai**  
**Date: February 14, 2025**

Information as required pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of Directors seeking appointment/re-appointment/payment of remuneration:

Name of Director	Mrs. Aparna Praveen Chaturvedi
DIN	00028647
Date of Birth	25 <sup>th</sup> August 1958
Age	66 years
Date of first Appointment on the Board	14-02-2025
Qualifications	She is an MBA in Finance from the University of Lucknow and a recipient of the prestigious Chevening Scholarship at Manchester Business School.
Experience and Expertise in Specific Functional Area	She has industry experience of more than 36 years with Financial Institutions viz. UTI AMC Ltd. (Mutual Fund), ASREC (Asset Reconstruction Company) and PICUP (State Financial Corporation). She has been member of various committees constituted by Ministry of Finance, Association of ARCs, etc. She has vast experience in fund management (domestic and offshore funds), raising offshore funds, resolution & reconstruction of non-performing and stressed assets, project appraisal & financing, credit rating, private equity investments, corporate insolvency, equity research, marketing of mutual fund products and sales resources training etc.
Terms and conditions of re-appointment / revision / remuneration	As per the Resolution set out in the Item No. 01 of the Notice read with Explanatory Statement.
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during the year 2024-25	Not Applicable
Directorship held in other Listed companies	Tilaknagar Industries Limited Deepak Fasteners Ltd
Directorship in other Companies (excluding foreign companies & Section 8 companies)	NIL
Chairmanship/ Membership of Committees of the Board of Directors of other Companies	<b>TILAKNAGAR INDUSTRIES LIMITED:</b> Audit Committee- Chairperson Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee- Member
Shareholding	NIL
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any director or KMP or the Company.