



10th August 2024

To
BSE Limited
Corporate Relations Department
P.J.Towers, Dalal Street,
Mumbai - 400001

Dear Sir / Madam,

**Sub: Notice of Postal Ballot
Scrip Code: 530139**

Pursuant to Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Postal Ballot Notice dated 6th August 2024, seeking approval of the members of the Company, by way of remote e-voting process, for resolutions mentioned in the annexed Postal Ballot Notice.

The electronic copies of Postal Ballot Notice along with the Explanatory Statement has been dispatched on Saturday, 10th August 2024 to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **9th August 2024 (Cut-off date)** and who have registered their e-mail addresses with the Company / Depositories.

For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-Voting to enable the Members to cast their votes electronically. The remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	: 12th August 2024 (Monday) (9:00 A.M. IST)
End of Remote e-voting	: 10th September 2024 (Tuesday) (5:00 P.M. IST)

The Postal Ballot Notice is also available on the Company's website at www.kreon.in .

This is for your information and records.

Thanking you,
Yours Faithfully,
For Kreon Financial Services Limited

Vidyalakshmi R
Company Secretary and Compliance Officer

KREON FINANCIAL SERVICES LIMITED

#26, 22nd Street, Rathinam Nagar,
Thiruvanmiyur, Chennai - 600041

☎ CIN:L65921TN1994PLC029317
☎ (Office) 044-42696634
✉ info@kreon.in
🌐 www.kreon.in

POSTAL BALLOT NOTICE

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

To the Members of the Company,

NOTICE of Postal Ballot is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and General Circular Nos. 14/2020 dated April 8, 2020 read with relevant circulars including Circular No. 09/2023 dated September 25, 2023 and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars'), seeking approval of the Shareholders of the Company through postal ballot by electronic voting (Remote E-voting), on the resolutions set out herein:-

SPECIAL BUSINESS:

- 1. Consider and approve increase in the authorized share capital of the company by amending the Memorandum of Association of the company**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) consisting of 2,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each and 50,00,000 Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) consisting of 4,50,00,000 Equity Shares of Rs. 10/-

(Rupees Ten Only) each and 50,00,000 Preference Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

“The Authorized share capital of the Company is Rs 50,00,00,000/- (Rupees Fifty Crores Only) divided into 4,50,00,000 (Four Crore Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten only) each and 50,00,000 (Fifty Lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each with power to divide the share in capital for the time being into Equity share capital and/or Preference share capital, with or without voting rights as may be permissible at law, and to attach thereto respectively, any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, as amended from time to time and the regulations of the Company, and to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.”

2. Approval for increase in the limits under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances to any other body corporate or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount, that the aggregate of such loans and investments so far made, the amounts for which guarantee or security so far provided, along with the

investment, loan, guarantee or security proposed to be made or given by the Company exceeding the limits prescribed under Section 186 of the Act, upon such terms and conditions as the Board may think fit, for an aggregate amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board which may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorized to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution.”

3. Appointment and payment of remuneration of Mr. Jaijash Tatia as Chairman and Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the members of the Company be and is hereby accorded for appointment of Mr. Jaijash Tatia (DIN #08085029) as Managing Director of the Company, and to be designated as Chairman and Managing Director of the Company, for a period of five (5) years with effect from 1st September 2024.

RESOLVED FURTHER that consent of the Members be and is hereby accorded for payment of remuneration to Mr. Jaijash Tatia as Managing Director on the terms and conditions of re-appointment, as set-out in the explanatory statement annexed to the postal ballot notice for a period of three (3) years with effect from 1st September 2024, with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment/ re-appointment including remuneration in such manner as may be agreed

with the Board, subject to the provisions of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Jaijash Tatia as proposed, the present remuneration as proposed shall be deemed to be as minimum remuneration in compliance to the limit as laid down in Section II Part II of Schedule V of the Companies Act 2013 and present approval along with details as provided in explanatory statement and attachment to the notice shall be deemed to be in compliance of the conditions laid down in Section II Part II of Schedule V of the Companies Act 2013.

RESOLVED FURTHER that the Board of Directors and the Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of to give effect to the aforesaid resolution.”

4. Appointment and payment of remuneration of Mrs. Henna Jain as Joint Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 188, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the members of the Company be and is hereby accorded for appointment of Mrs. Henna Jain (DIN #08383395) as Joint Managing Director of the Company, for a period of three (3) years with effect from 1st September 2024, on the terms and conditions of re-appointment including remuneration as set-out in the explanatory statement annexed to the postal ballot notice, with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment/re-appointment including remuneration in such manner as may be agreed with the Board, subject to the provisions of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year during the tenure of Mrs. Henna Jain as proposed, the present remuneration as proposed shall be deemed to be as minimum

remuneration in compliance to the limit as laid down in Section II Part II of Schedule V of the Companies Act 2013 and present approval along with details as provided in explanatory statement and attachment to the notice shall be deemed to be in compliance of the conditions laid down in Section II Part II of Schedule V of the Companies Act 2013.

RESOLVED FURTHER that the Board of Directors and the Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of to give effect to the aforesaid resolution.”

5. Appointment of Mr. Anand Manoharlal as an Independent Director

To consider and if thought fit, to give assent/ dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Anand Manoharlal (DIN #10718528) who was appointed as an Additional Director (in independent capacity) of the Company with effect from 6th August 2024, meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years from the date of appointment.

RESOLVED FURTHER that the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may, in its discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this Resolution.”

6. Approval under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with the provisions of the Companies Act, 2013, the remuneration payable to Mr. Jaijash Tatia, Chairman and Managing Director and Mrs. Henna Jain, Joint Managing Director, both Promoter Executive Directors

To consider and if thought fit, to give assent/ dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded for the annual aggregate remuneration payable to Mr. Jaijash Tatia, Chairman and Managing Director and Mrs. Henna Jain, Joint Managing Director, both being part of the Promoter and Promoter Group of the Company, in excess of 5% of the net profit of the Company as calculated under Section 198 of the Companies Act, 2013, in any year during the remaining tenure of their respective appointments.

RESOLVED FURTHER THAT existing terms and conditions of remuneration as per the terms previously approved by the members remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary or proper or desirable or expedient to give effect to the above resolution.”

By the Order of Board of Directors

For KREON FINNANCIAL SERVICES LIMITED

Sd/-

**Vidyalakshmi R
Company Secretary**

Place: Chennai

Date: 06th August 2024

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on **9th August, 2024 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. **10th September, 2024**. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they were passed at a General Meeting of the Members.
- 4. The company has appointed M/s Lakshmi Subramanian & Associates, Practicing Company Secretary, Chennai, to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner.**
5. The Scrutinizer will submit his/her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.kreon.in, and communicated to the stock exchanges on which the shares of the Company are listed and RTA.
6. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor.relations@kreon.in or support@purvashare.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
7. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at support@purvashare.com.

INSTRUCTIONS FOR VOTING

In line with the Ministry of Corporate Affairs (“MCA”) Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.kreon.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com

E-Voting Facility

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice on the website of CDSL at www.evotingindia.com

- i. **The e-voting period commences from 12th August, 2024 (9.00 a.m. IST) and ends on 10th September, 2024 (5.00 p.m IST).** The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the record date **i.e 09th August, 2024**
- iii. Members holding shares either in physical form or dematerialized form, as on the record date **i.e 09th August, 2024**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.
- iv. **Instructions to Members for e-voting are as under:**

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System

	<p>Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the eVoting 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 or joining virtual meeting & voting during the meeting.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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</p>

	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 eVoting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / attendance slip indicated in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- viii. Click on the EVSN of "KREON FINANCIAL SERVICES LIMITED".
- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the

Resolution.

- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiv. If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. Shareholders can also cast their vote using NSDL's mobile application "speede" available for android based mobiles. The "Speede" application can be downloaded from Google Play Store. Apple phone users can download the application from the Apple Store. Please follow the instructions as prompted by the mobile application while voting on your mobile.
- xvi. Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@kreon.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- xvii. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- a. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
 - b. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 - c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- xviii. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- xix. You may also send an e-mail to the Company at investor.relations@kreon.in or Company's RTA at support@purvashare.com for any queries or information.

EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 (1) of the Companies Act, 2013)

Item No. 1

At present, the Authorised Share Capital of the company stands at Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 2,50,00,000 Equity Shares of Rs. 10/- each and 50,00,000 Preference Shares of Rs. 10/- each.

In order to pursue the various opportunities to raise the funds, the Company may have to increase capital through one or more methods as may be permitted under the regulatory framework. For this purpose, it is considered desirable to increase the Authorised Share Capital from the present level of Rs. 30,00,00,000/- (Rupees Thirty Crores only) to Rs. 50,00,00,000/- (Rupees Fifty Crores only) by creation of further 2,00,00,000 equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase in the Authorised Share Capital of the Company, the existing Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying postal ballot notice, for approval of the Members.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 2

The Company has been making investments, giving loans, intercorporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly

- (a) give any loan to any person or other body corporate;
 - (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
 - (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,
- exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

However Section 186 (11) (a) of the Act read with clause 11 (2) of Rule 12.1.11 of Companies (meeting of Board and its powers) Rules, 2014 exempts NBFC registered with RBI with regard to business of giving of any loan to a person or providing any guarantee or security for due repayment of any loan availed by any person in the ordinary course of business.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

The Company invests short/medium term surpluses in mutual funds on regular basis and inter corporate deposits. As on 31st March 2024, the aggregate value of investments, loans and inter corporate deposits made and guarantees issued by the Company is within limits prescribed under Section 186(2) of the Companies Act, 2013.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying postal ballot notice, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Item No. 3:

Mr. Jaijash Tatia has been appointed as Wholetime Director w.e.f. 1st April, 2018 for a period of 5 years upto 31st March 2023 and reappointed at the Annual General meeting held on 30th August 2022, for a further period of three years from 1st April, 2023 to 31st March, 2026. Mr. Jaijash Tatia has been actively engaged in shaping the operations and guiding the Company. His hands-on involvement in various aspects of the business decisions has provided him with a deep appreciation for the nuances that drive success in this competitive landscape. With a keen eye for strategic opportunities and operational efficiencies, he has contributed significantly to the Company's growth trajectory.

Due to substantial increase in the operations of the Company and his contribution to the management and control of the Company, the Board on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 6th August 2024, proposed to appoint Mr. Jaijash Tatia as the Managing Director of the Company for a period of five years with effect from 1st September 2024.

The remuneration payable to Mr. Jaijash Tatia comprised of salary not exceeding Rs. 60 Lakhs (Rupees Sixty Lakhs) per annum and other benefits (Contribution to provident fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961(43 of 1961)) for a period of three years with effect from 1st September 2024. Such remuneration shall be considered to be within the limits of provisions of Section 197 and Section II Part II of Schedule V of the Companies Act and Schedule V and SEBI (LODR). This remuneration shall also be deemed to be minimum remuneration if the company has no profits or its profits are inadequate and deemed to be in compliance to the limits as specified under the Section II Part II under Schedule V of the Companies Act, 2013.

Mr. Jaijash Tatia satisfies all the conditions set out in Schedule V to the Act and the conditions set out under sub-section (3) of Section 196 of the Act and he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The details as required to be provided as per Schedule V of the Companies Act, 2013 and SEBI LODR Regulation has been provided as annexure to the notice.

The above may be treated as a written memorandum setting out the variation in the remuneration of Mr. Jaijash Tatia under Section 190 of the Act. Further, the above resolution approving the remuneration shall also deemed to be approval of related party transaction as per Companies Act, 2013 and SEBI LODR Regulation.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the accompanying postal ballot notice, for approval of the Members.

Mr. Jaijash Tatia and Mrs. Henna Jain, directors and all promoters shall be deemed to be interested in the resolution. None of the other directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. Related party shall not participate and/ or vote to approve this resolution.

Item No. 4:

Mrs. Henna Jain was appointed as Non-executive Director w.e.f. 22nd March 2019. As a Non-Executive Director, Mrs. Henna Jain has been an integral part in Boards' performance for several years. During this time, she has played a crucial role in the success and growth of the Company. She has shown exceptional leadership skills, a deep understanding of the Company's business operations, and a commitment to the long-term goals of the Company.

Considering the above factors, the Board on the recommendations of the Nomination and Remuneration Committee, at their meeting held on 6th August 2024, proposed to appoint, Mrs. Henna Jain as the Joint Managing Director of the Company for a period of three years with effect from 1st September 2024.

The remuneration payable to Mrs. Henna Jain comprise of salary not exceeding Rs. 60 Lakhs (Rs. Sixty Lakhs) per annum and other benefits (Contribution to provident fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961(43 of 1961)) for a period of three years with effect from 1st September 2024. Such

remuneration shall be considered to be within the limits of provisions of Section 197 and Section II Part II of Schedule V of the Companies Act and Schedule V and SEBI (LODR). This remuneration shall also be deemed to be minimum remuneration if the company has no profits or its profits are inadequate and deemed to be in compliance to the limits as specified under the Section II Part II under Schedule V of the Companies Act, 2013.

Mrs. Henna Jain satisfies all the conditions set out in Schedule V to the Act and the conditions set out under sub-section (3) of Section 196 of the Act except clause (e) of Part I of Schedule V to the Companies Act, which is subject to approval of the Central Government. Mrs. Henna Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act. The details as required to be provided as per Schedule V of the Companies Act, 2013 and SEBI LODR Regulation has been provided as annexure to the notice.

The above may be treated as a written memorandum setting out the variation in the remuneration of Mrs. Henna Jain under Section 190 of the Act. Further, the above resolution approving the remuneration shall also be deemed to be approval of related party transaction as per Companies Act, 2013 and SEBI LODR Regulation.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying postal ballot notice, for approval of the Members.

Mr. Jaijash Tatia and Mrs. Henna Jain, directors and all promoters shall be deemed to be interested in the resolution. None of the other directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. Related party shall not participate and/ or vote to approve this resolution.

Item No. 5:

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Mr. Anand Manoharlal as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from 6th August 2024, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for appointment on passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mr. Anand Manoharlal, aged 53 years is a Certified Public Accountant of Australia (CPA), Qualified Chartered Accountant of India, Certified Fraud Examiner with over 20 years' of financial experience, operational and leadership skills gained through management roles in a number of international businesses with experience in finance and accounting sector including financial crime, accounting & auditing principles and

methodologies. Based on the skills, competence and expertise in various areas of accounting, audit, IT audits, risk management and strategic planning in various industrial sectors like Banking, Automotive, Real Estate, Telecom, Oil and Gas divisions, the Board has determined that the appointment of Mr. Anand Manoharlal, would be beneficial to the Company to avail his services as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation.

In the opinion of the Board, Mr. Anand Manoharlal is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and he is Independent of the Management.

The Company has received declarations from Mr. Anand Manoharlal, stating that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has given his consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 5 of the the accompanying postal ballot notice for the approval by the Members of the Company as a Special Resolution.

Except Mr. Anand Manoharlal, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 6:

The Board of Directors at their meeting dated 6th August 2024, on recommendation of Nomination & Remuneration Committee, approved the appointment of Mr. Jaijsh Tatia as Chairman & Managing Director and Mrs. Henna Jain as Joint Managing Director and payment of remuneration as detailed in Item 3 & 4 above.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the remuneration payable to Executive Directors who are part of promoters or promoter group, shall be subject to the approval of the members by way of special resolution in general meeting, if the aggregate annual remuneration payable to such Directors, where there is more than one such Director,

exceeds 5% of the net profits of the Company as calculated in accordance with section 198 of the Act.

Further, such approval shall be valid till the expiry of the respective terms of the Directors.

Both Mr.Jaijash Tatia and Mrs.Henna Jain are members of the promoter group of the Company. The aggregate of annual remuneration payable to both the Directors put together is likely to exceed 5% of the net profits of the Company as calculated in accordance with Section 198 of the Act.

In order to comply with requirement under Regulation 17(6)(e) of SEBI LODR read with Section 197 and other applicable provisions of the Companies Act, 2013, approval of the members is being sought by way of a Special Resolution, as set out in Item No. 6 of this notice.

Both Mr.Jaijash Tatia and Mrs.Henna Jain are interested in the resolution as it relates to their own remuneration. None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

By the Order of Board of Directors
For KREON FINANCIAL SERVICES LIMITED
Sd/
Vidyalakshmi R
Company Secretary

Place: Chennai

Date: 06th August 2024

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR APPOINTMENT

(As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr.Jaijash Tatia	Mrs. Henna Jain	Mr. Anand Manoharlal
Date of Birth	05/10/1992	23/11/1994	16/06/1971
DIN	08085029	08383395	10718528
Date of first appointment	01/04/2018	22/03/2019	06/08/2024
Relationship with other directors	Relative of Mrs.Henna Jain (Director)	Relative of Mr.Jaijash Tatia (Director)	Nil
Expertise in specific Function Area	Specializing in Risk Management with Financial Accounting	Specializing in Operations and Marketing	over 20 years' experience in the finance, accounting and credit risk management
Qualification	BA in Business Management with Financial Economics	MBA, MA Economics and International Relations	CPA, CA, CISA, CRISC, CFE
Brief Profile	Mr.Jaijash Tatia is a business graduate from Regents University, London, specializing in Financial Economics and Business Management consisting of various courses including Asset Management and Risk Management. He has undergone various additional modules such as, Managerial and Financial Accounting and Statistics at City University, London, United Kingdom.	Mrs. Henna Jain has completed Master of Business Administration at Columbia Business School, New York, MA (Hons) International Relations and Economics from University of St Andrews, Scotland. She has completed 3 advanced level online courses in marketing, specialising in Social Media Marketing from Northwestern University, USA.	Qualified as Certified Public Accountants of Australia (CPA), Chartered Accountants of India, Certified Fraud Examiner with over 20 years' of financial experience, operational and leadership skills gained through management roles in a number of international businesses including financial crime, accounting & auditing principles and methodologies
Names of listed entities in which the person also holds the directorship	NIL	NIL	NIL

and the membership of Committees of the board and name of listed entities from which the director has resigned in the past three years			
Shareholding in the Company	39,74,300 shares at Face Value of Rs.10/- each	30,00,000 shares at Face Value of Rs.10/- each	Nil