



November 28, 2024

The Secretary  
The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400 001.**

**SCRIP CODE : 523586**

Dear Sir,

Pursuant to the provisions of Listing Regulations, we are sending herewith Postal Ballot Notice alongwith Postal Ballot Form, reg. seeking consent from the members of the Company for regularization of appointment of Sh. Vishnu Pershad Mathur as Director and his appointment as Independent Director for five years w.e.f. 04.11.2024.

Thanking you,

Yours faithfully,  
**For Indian Toners & Developers Limited**

**(Vishesh Chaturvedi)**  
**Company Secretary & Compliance Officer**

Encl.: As above



## **INDIAN TONERS & DEVELOPERS LIMITED**

CIN: L74993UP1990PLC015721

**Registered Office: 10.5 KM Mile Stone, Rampur - Bareilly Road, Rampur, Uttar Pradesh, 244901**

Ph: +011-45017000, Fax: +011-45017043

Website: [www.indiantoners.com](http://www.indiantoners.com), E-mail: [investors@indiantoners.com](mailto:investors@indiantoners.com)

### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Managements and Administration) Rules, 2014 ('Rules'), (including any statutory modification, or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations & Disclosures Requirements), Regulations, 2015, ("SEBI LODR Regulations") including any statutory modification or re-enactment thereof for the time being in force, to the members of Indian Toners & Developers Limited (the "Company") to consider and if found fit, to pass the Resolution appended below by way of postal ballot ('Postal Ballot') or, alternatively, through the electronic voting (e-voting) facility offered by the Company in this regard.

The Resolution along with explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating the material facts and reasons thereof and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Varanasi Hari (Membership No. FCS 3552), Proprietor of M/s. V Hari & Co., Company Secretaries, New Delhi as Scrutinizer for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding Equity Shares of the Company may vote either by way of Postal Ballot or by way of remote e-voting. Members are requested to carefully read the instructions forming part of this Notice and return the Postal Ballot Form (no other form is permitted) duly completed in the enclosed self-addressed, prepaid postage business reply envelope so as to reach the Scrutinizer not later than the close of working hours at 05.00 P.M. on **30.12.2024**. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received.

Members may note that as required under Regulation 44 of Listing Regulations and Section 108 of the Companies Act read with all applicable rules under the Companies Act, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Members as on cut off date (**22.11.2024**) are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through physical form shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced by 5.00 P.M. on **31.12.2024**, at the Registered Office of the Company. Additionally, the result will be communicated to BSE Limited ('BSE') where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website at [www.indiantoners.com](http://www.indiantoners.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the shareholders of the Company.

**SPECIAL BUSINESS:**

**To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution to regularise the appointment of Mr. Vishnu Pershad Mathur as Director and appoint him as Independent Director for five years w.e.f. 04.11.2024:-**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, Mr. Vishnu Pershad Mathur (DIN: 00978905), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4<sup>th</sup> November, 2024, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 4<sup>th</sup> November, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Sh. Sushil Jain, Chairman and Sh. Vishesh Chaturvedi, Company Secretary of the Company be and are hereby authorized severally to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.

**By the order of the Board  
For Indian Toners & Developers Limited**

**Place: New Delhi  
Dated: November 04, 2024**

**Vishesh Chaturvedi  
Company Secretary**

## NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the 'Companies Act') in respect of proposed Ordinary Resolution to be passed through postal ballot, along with details in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, as amended ('Listing Regulations'), are annexed hereto and forms part of this notice. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of the Managing Director seeking re-appointment are also annexed hereto.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA and to all members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, November 22, 2024** as received from the Depositories. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members who have not registered their mail with the Company/RTA by permitted mode.

2. The Notice is also available on the website of the Company at [www.indiantoners.com](http://www.indiantoners.com), on the website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are given hereunder:-

### 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"><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><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. 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> Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</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](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.
  - 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 [csvhari@gmail.com](mailto:csvhari@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, Senior Manager 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 [investors@indiantoners.com](mailto:investors@indiantoners.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 [investors@indiantoners.com](mailto:investors@indiantoners.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.
4. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on **Friday, November 22, 2024** ("Cut- Off date"). Only those members 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 the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
5. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
  - a) Commencement of e-voting: **Sunday, December 1, 2024** at 09:00 am (IST)  
End of e-voting: **Monday, December 30, 2024** at 05:00 pm (IST) (Both days inclusive).
  - b) The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

6. 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 of attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to [vhari@gmail.com](mailto:vhari@gmail.com) with a copy marked to [investors@indiantoners.com](mailto:investors@indiantoners.com).
7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated March 16, 2023 and November 17, 2023. The concerned members are therefore urged to furnish PAN, KYC and Nomination by submitting the prescribed forms, duly filled up and signed. The members holding equity shares in physical mode can register/update the KYC and other details including email address and mobile number by submitting the requisite ISR Form(s) along with the supporting documents mentioned in the respective Form:
  - a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR-1 and other forms as per instructions mentioned in the form. The formats can be downloaded from the Company's website at <https://www.indiantoners.com>.
  - b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
8. Members may further note that SEBI vide circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at [www.indiantoners.com](http://www.indiantoners.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI LODR and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

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

### ITEM NO. 1

On the recommendations of the Nomination & Remuneration Committee of Board of Directors of the Company, **Mr. Vishnu Pershad Mathur**, was appointed as an Additional Director of the Company w.e.f. 04.11.2024 at the Board Meeting held on 04.11.2024. The Company has received a notice in writing from a member proposing the candidature of Mr. Vishnu Pershad Mathur for the office of a Director under the provisions of Section 160 of the Companies Act, 2013.

**Mr. Vishnu Pershad Mathur** is a seasoned industry professional having more than 40 years of experience in managing industry and sectoral associations particularly in the field of public policy and advocacy in the automotive sector.

He started his career with the Confederation of Indian Industry in 1981 where he managed multiple Industry Divisions. He was also in-charge of the CII State Offices in Karnataka and Gujarat. He then moved to the Automotive Component Manufacturers Association as its Executive Director in 1994 where he served for 15 years. He played a key role in designing and initiating the Cluster Programme for the auto component industry for Quality and Productivity improvement to make the industry globally competitive. He then moved to the Society of Indian Automobile Manufacturers (SIAM) as Director General in May 2010. In his 25 years of experience in the automotive industry, he has made key contributions in giving a global orientation to the component industry. He has been actively involved in export promotion, international trade policy, capacity building and enhancing the competitiveness of the industry and in promoting global outsourcing opportunities. He has also spearheaded a diverse portfolio involving automotive policy, standards and regulations, international cooperation, safety and emission, fuel efficiency regulations etc. amongst others. He has also been actively engaged in the development of policies to promote new technologies especially Electric Vehicles and alternative fuels/green mobility. He has represented the industry at many Government Committees and Councils and has been an active member of the erstwhile Environment Pollution Control Authority (EPCA).

Mr. Mathur has actively represented the Indian automotive industry at international forums like the UNECE WP-29, and the Geneva based International Motorcycle Manufacturers Association (IMMA).

He has also been one of the lead supports in the formation of the Automotive Skills Development Council in close partnership with NSDC and Government of India.

After his superannuation from SIAM, Mr. Mathur is currently appointed as Head-Corporate Affairs of Royal Enfield (a unit of Eicher Motors Ltd), which is the oldest motorcycle manufacturer in the world to be in continuous production.



In terms of Section 149 and other applicable provisions of the Companies Act, 2013, **Mr. Vishnu Pershad Mathur** being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for the five consecutive years w.e.f. 04.11.2024. In terms of Section 149 (13) of the Companies Act, 2013, an independent director is not liable to retire by rotation.

In the opinion of the Board, **Mr. Vishnu Pershad Mathur** fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of **Mr. Vishnu Pershad Mathur** as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of **Mr. Vishnu Pershad Mathur** as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of **Mr. Vishnu Pershad Mathur** as an Independent Director, for the approval by the shareholders of the Company.

Except **Mr. Vishnu Pershad Mathur**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **item No. 1**. This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the Listing Regulations with the Stock Exchange.

The Board recommends passing of the Resolution.

**By the order of the Board  
For Indian Toners & Developers Limited**

**Place: New Delhi  
Dated: November 4, 2024**

**Vishesh Chaturvedi  
Company Secretary**



## INDIAN TONERS & DEVELOPERS LIMITED

CIN: L74993UP1990PLC015721

Registered Office: 10.5 KM Mile Stone, Rampur - Bareilly Road, Rampur, Uttar Pradesh, 244901

Ph: +011-45017000, Fax: +011-45017043

Website: [www.indiantoners.com](http://www.indiantoners.com), E-mail: [investors@indiantoners.com](mailto:investors@indiantoners.com)

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.\* :

(\*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held as on 22.11.2024 :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated **November 4, 2024**, by sending my/our Assent (For) or Dissent (Against) to the said Resolution by placing a tick (P) mark at the appropriate box below:

Sl. No.	Description of Resolutions	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1.	To regularise the appointment of Mr. Vishnu Pershad Mathur as Director and appoint him as Independent Director for five years w.e.f. 04.11.2024		

Place : New Delhi

Date : 04.11.2024

\_\_\_\_\_  
Signature of the Member

**Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is December 30, 2024.**

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ELECTRONIC VOTING PARTICULARS (Please visit <https://www.evoting.nsdl.com/> to cast your vote online)

EVENT (E-Voting Event Number)	USER ID	PASSWORD

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

## IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 Hours IST on **Sunday, December 1, 2024**, and ends at 17:00 Hours IST on **Monday, December 30, 2024**.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. **22.11.2024**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
  - a) If a form other than the Postal Ballot Form issued by the Company is used.
  - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
  - c) If the Member's signature does not tally with the specimen signature with the Company.
  - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceed total number of Equity Shares held.
  - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f) If the Postal Ballot Form is incomplete and incorrectly filled.
  - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
  - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on **Monday, December 30, 2024**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, **Unit: Indian Toners & Developers Limited**, Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110 055 or from the Company at its Registered Office or download the same from the Company's website [www.indiantoners.com](http://www.indiantoners.com).
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to [investors@indiantoners.com](mailto:investors@indiantoners.com).
16. The result of voting on the Resolutions will be declared on **Tuesday, December 31, 2024** at the registered office and will also be displayed on the website of the Company [www.indiantoners.com](http://www.indiantoners.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.