



DELPHI/SEC/2024-25/56

10th January 2024

BSE Ltd.

Corporate Relation Department,
Listing Department,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 023.

Scrip Code : 533452

National Stock Exchange of India Ltd.

Listing Department
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex
Bandra (East) Mumbai-400 051

NSE Symbol: DELPHIFX

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated January 09, 2025 that has been sent to the members on January 10, 2025 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

| S. No | Particulars | Type of Resolution |
|-------|---|--------------------|
| 1. | Appointment of Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) as Director of the Company | Ordinary |
| 2. | Appointment of Mr. Chaganti Samba Murty (DIN 10670239) as Director of the Company | Ordinary |
| 3. | Appointment of Mr. Shri Pal Goel (DIN 07352580) as Director of the Company | Ordinary |
| 4. | Appointment of Mr. Shri Pal Goel (DIN 07352580) as an Independent Director of the Company | Special |
| 5. | Appointment of Ms. Seema Joshi (DIN 06946689) as Director of the Company | Ordinary |
| 6. | Appointment of Ms. Seema Joshi (DIN 06946689) as an Independent Director of the Company | Special |
| 7. | Appointment of Mr. Ajai Kumar (DIN 02446976) as Director of the Company | Ordinary |
| 8. | Appointment of Mr. Ajai Kumar (DIN 02446976) as an Independent Director of the Company | Special |
| 9. | Appointment of Ms. Vani Mahajan (DIN 10898192) as Director of the Company | Ordinary |
| 10. | Appointment of Ms. Vani Mahajan (DIN 10898192) as an Independent Director of the Company | Special |

DELPHI WORLD MONEY LIMITED

(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)

Regd. Office: 8th Floor, Manek Plaza, Kalina CST Road, Kolkalyan, Santacruz (E), Mumbai, Maharashtra-400098

Website: www.indiaforexonline.com . E. mail : corp.relations@ebixcash.com . Phone: [+91-22-68649800](tel:+91-22-68649800)

CIN: L65990MH1985PLC037697



The Postal Ballot Notice has been sent to the members holding shares of the Company as on Cut-off date i.e., January 03, 2025, by e-mail to those Members who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agent, Big share Services Private Limited.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The e-voting facility will be available during the following period

| | |
|---------------------------------|---------------------------------------|
| Commencement of e-Voting | Saturday, January 11, 2025 (09:00 am) |
| End of e-Voting | Sunday, February 09, 2025 (05:00 pm) |

**Thanking you,
For DELPHI WORLD MONEY LIMITED**

**VINAY SINGH
COMPANY SECRETARY
M. No.: A44928**

Encl: a/a

**DELPHI WORLD MONEY LIMITED
(ERSTWHILE EBIXCASH WORLD MONEY INDIA LIMITED)**

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CIN: L65990MH1985PLC037697



NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 & 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following Ordinary/Special resolutions:

| S. No | Particulars | Type of Resolution |
|-------|---|--------------------|
| 1. | Appointment of Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) as Director of the Company | Ordinary |
| 2. | Appointment of Mr. Chaganti Samba Murty (DIN 10670239) as Director of the Company | Ordinary |
| 3. | Appointment of Mr. Shri Pal Goel (DIN 07352580) as Director of the Company | Ordinary |
| 4. | Appointment of Mr. Shri Pal Goel (DIN 07352580) as an Independent Director of the Company | Special |
| 5. | Appointment of Ms. Seema Joshi (DIN 06946689) as Director of the Company | Ordinary |
| 6. | Appointment of Ms. Seema Joshi (DIN 06946689) as an Independent Director of the Company | Special |
| 7. | Appointment of Mr. Ajai Kumar (DIN 02446976) as Director of the Company | Ordinary |
| 8. | Appointment of Mr. Ajai Kumar (DIN 02446976) as an Independent Director of the Company | Special |
| 9. | Appointment of Ms. Vani Mahajan (DIN 10898192) as Director of the Company | Ordinary |
| 10. | Appointment of Ms. Vani Mahajan (DIN 10898192) as an Independent Director of the Company | Special |

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“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 form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr. Rahul Khadriya, Practicing Company Secretary (Membership No. FCS 10166) Managing Partner of M/s SRC & Co. Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

| | |
|--------------------------------------|---|
| Commencement of e-voting period | 9.00 a.m. IST on Saturday, January 11, 2025 |
| Conclusion of e-voting period | 5.00 p.m. IST on Sunday, February 9, 2025 |
| Cut-off date for eligibility to vote | Friday, January 3, 2025 |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, February 9, 2025, and will be disallowed thereafter. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Tuesday, February 11, 2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. February 9, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item of business requiring consent of shareholders through Postal Ballot (remote e-voting):

1. APPOINTMENT OF MR. TIRUVANAMALAI CHANDRASHEKARAN GURUPRASAD (DIN 03413982) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force). Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) who was appointed as Additional Director by the Board of Directors w.e.f. November 12, 2024 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

2. APPOINTMENT OF MR. CHAGANTI SAMBA MURTY (DIN 10670239) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force). Mr. Chaganti Samba Murty (DIN 10670239) who was appointed as Additional Director by the Board of Directors w.e.f. December 19, 2024 in terms of Section 161 of the

Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

3. APPOINTMENT OF MR. SHRI PAL GOEL (DIN 07352580) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Mr. Shri Pal Goel (DIN 07352580) who was appointed as Additional Director by the Board of Directors on November 12, 2024 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. APPOINTMENT OF MR. SHRI PAL GOEL (DIN 07352580) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification2(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shri Pal Goel (DIN 07352580), who was appointed as an Additional Director 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 Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) year with effect from November 12, 2024 to November 11, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. APPOINTMENT OF MS. SEEMA JOSHI (DIN 06946689) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Ms. Seema Joshi (DIN 06946689) who was appointed as Additional Director by the Board of Directors on November 12, 2024 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. APPOINTMENT OF MS. SEEMA JOSHI (DIN 06946689) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification2(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Seema Joshi (DIN 06946689), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company for a term of 5 (Five) year with effect from November 12, 2024 to November 11, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

7. APPOINTMENT OF MR. AJAI KUMAR (DIN 02446976) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Mr. Ajai Kumar (DIN 02446976) who was appointed as Additional Director by the Board of Directors on January 8, 2025 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

8. APPOINTMENT OF MR. AJAI KUMAR (DIN 02446976) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification²(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ajai Kumar (DIN 02446976), who was appointed as an Additional Director 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 Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) year with effect from January 8, 2025 to January 7, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

9. APPOINTMENT OF MS. VANI MAHAJAN (DIN 10898192) AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Ms. Vani Mahajan (DIN 10898192) who was appointed as Additional Director by the Board of Directors on January 8, 2025 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

10. APPOINTMENT OF MS. VANI MAHAJAN (DIN 10898192) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification²(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Vani Mahajan (DIN 10898192), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby

appointed as a Non- Executive, Independent Director of the Company for a term of 5 (Five) year with effect from January 8, 2025 to January 7, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

BY ORDER OF BOARD OF DIRECTORS

VINAY SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A44928

DATE: JANUARY 9, 2025

PLACE: MUMBAI

REGISTERED OFFICE:

8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KALINA, SANTACRUZ (EAST), MUMBAI 400 098

NOTES

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, January 3, 2025 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. The 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) as on Friday, January 3, 2025. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The Postal Ballot Notice will be available on the Company’s website.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically and vote on all the resolutions through the e-voting service facility arranged by the National Securities Depositories Limited (“NSDL”). The instructions for e-voting forms part of this Notice.

6. The e-voting period commences from 9.00 a.m. IST on Saturday, January 11, 2025 to 5.00 p.m. IST on Sunday, February 9, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, January 3, 2025, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. Mr. Rahul Khadriya, Practicing Company Secretary (Membership No. 10166) Proprietor of M/s. SRC & CO. as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting) in accordance with Law, in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before February 11, 2025. The same will also be displayed on the website of the Company www.indiaforexonline.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account |

| | |
|---|--|
| | <p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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 and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see 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 |
|--|--|
| 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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Rahul Khadriya at info@srclegal.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sagar S Gudhate at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corp.relations@ebixcash.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 corp.relations@ebixcash.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 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.

BY ORDER OF BOARD OF DIRECTORS

VINAY SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A44928

DATE: JANUARY 9, 2025
PLACE: MUMBAI

REGISTERED OFFICE:
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KALINA, SANTACRUZ (EAST), MUMBAI 400 098

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

Item No. 1

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) as director of the Company is being recommended by the Board of Directors at item No. 1 for members approval.

The Company has received all statutory disclosures / declarations from Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982), was appointed as an Additional Director on the Board of the Company with effect from November 12, 2024. A brief profile and other details of Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982) are annexed to this Notice. In view of his qualifications, extensive experience, and the alignment of his expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 1 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Tiruvanamalai Chandrashekar Guruprasad (DIN 03413982), is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 2

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Mr. Chaganti Samba Murty (DIN: 10670239) as director of the Company is being recommended by the Board of Directors at item No. 2 for members approval.

The Company has received all statutory disclosures / declarations from Mr. Chaganti Samba Murty (DIN: 10670239), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Chaganti Samba Murty (DIN: 10670239), was appointed as an Additional Director on the Board of the Company with effect from December 19, 2024. A brief profile and other details of Mr. Chaganti Samba Murty (DIN: 10670239) are annexed to this Notice. In view of his qualifications, extensive experience, and the alignment of his expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 2 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Chaganti Samba Murty (DIN: 10670239), is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 3

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Mr. Shri Pal Goel (DIN 07352580) as director of the Company is being recommended by the Board of Directors at item No. 3 for members approval.

The Company has received all statutory disclosures / declarations from Mr. Shri Pal Goel (DIN 07352580), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration of Independence under Sub-Section (7) of section 149 of the Companies Act, 2013.
- (iv) Independent Director's Databank Registration Certificate issued by Indian Institute of Corporate Affairs.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Shri Pal Goel (DIN 07352580) was appointed as an Additional Director (Independent, Non-executive) on the Board of the Company with effect from November 12, 2024. A brief profile and other details of Mr. Shri Pal Goel (DIN 07352580) are annexed to this Notice. In view of his qualifications, extensive experience, and the alignment of his expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 3 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Shri Pal Goel (DIN 07352580), is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 4

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shri Pal Goel (DIN 07352580) as Additional Director of the Company with effect from November 12, 2024 in accordance with Section 161 of the Act.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Non-executive Independent Director. The Board of Directors recommends appointment of Mr. Shri Pal Goel as Independent (Non-executive) Director of the Company. Mr. Shri Pal Goel (DIN 07352580) has given his consent and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Mr. Shri Pal Goel's tenure as an Independent (Non-Executive) Director of the Company shall be for a period of 5 years w.e.f November 12, 2024 to November 11, 2029 (both days inclusive).

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Shri Pal Goel is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 5

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Ms. Seema Joshi (DIN 06946689) as director of the Company is being recommended by the Board of Directors at item No. 5 for members approval.

The Company has received all statutory disclosures / declarations from Ms. Seema Joshi (DIN 06946689), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration of Independence under Sub-Section (7) of section 149 of the Companies Act, 2013.

- (iv) Independent Director's Databank Registration Certificate issued by Indian Institute of Corporate Affairs.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Seema Joshi (DIN 06946689) was appointed as an Additional Director (Independent, Non-executive) on the Board of the Company with effect from November 12, 2024. A brief profile and other details of Ms. Seema Joshi (DIN 06946689) are annexed to this Notice. In view of her qualifications, extensive experience, and the alignment of her expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 5 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Seema Joshi, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Seema Joshi (DIN 06946689) as Additional Director of the Company with effect from November 12, 2024 in accordance with Section 161 of the Act.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-executive Independent Director. The Board of Directors recommends appointment of Ms. Seema Joshi (DIN 06946689) as Independent (Non-executive) Director of the Company. Ms. Seema Joshi (DIN 06946689) has given her consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Ms. Seema Joshi's tenure as an Independent (Non-Executive) Director of the Company shall be for a period of 5 years w.e.f November 12, 2024 to November 11, 2029 (both days inclusive).

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Ms. Seema Joshi is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 7

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Mr. Ajai Kumar (DIN 02446976) as director of the Company is being recommended by the Board of Directors at item No. 7 for members approval.

The Company has received all statutory disclosures / declarations from Mr. Ajai Kumar (DIN 02446976), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration of Independence under Sub-Section (7) of section 149 of the Companies Act, 2013.
- (iv) Independent Director's Databank Registration Certificate issued by Indian Institute of Corporate Affairs.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Ajai Kumar (DIN 02446976) was appointed as an Additional Director (Independent, Non-executive) on the Board of the Company with effect from January 8, 2025. A brief profile and other details of Mr. Ajai Kumar (DIN 02446976) are annexed to this Notice. In view of his qualifications, extensive experience, and the alignment of his expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 3 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Ajai Kumar, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 8

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ajai Kumar (DIN 02446976) as Additional Director of the Company with effect from January 8, 2025 in accordance with Section 161 of the Act.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Non-executive Independent Director. The Board of Directors recommends appointment of Mr. Ajai Kumar as Independent (Non-executive) Director of the Company. Mr. Ajai Kumar (DIN 02446976) has given his consent and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Mr. Ajai Kumar's tenure as an Independent (Non-Executive) Director of the Company shall be for a period of 5 years w.e.f January 8, 2025 to January 7, 2030 (both days inclusive).

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Ajai Kumar is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 9

In terms of Section 152 of the Companies Act, 2013 and rules made thereunder every director has to be appointed by the Company in General Meeting and accordingly the appointment of Ms. Vani Mahajan (DIN 10898192) as director of the Company is being recommended by the Board of Directors at item No. 9 for members approval.

The Company has received all statutory disclosures / declarations from Ms. Vani Mahajan (DIN 10898192), including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- (iii) Declaration of Independence under Sub-Section (7) of section 149 of the Companies Act, 2013.
- (iv) Independent Director's Databank Registration Certificate issued by Indian Institute of Corporate Affairs.

It may please be noted that based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Vani Mahajan (DIN 10898192) was appointed as an Additional Director (Independent, Non-executive) on the Board of the Company with effect from January 8, 2025. A brief profile and other details of Ms. Vani Mahajan (DIN 10898192) are annexed to this Notice. In view of her qualifications, extensive experience, and the alignment of her expertise with the Company's business needs, the Board recommends the resolution set forth in Item No. 9 for the approval of the members by means of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Vani Mahajan, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item No. 10

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Vani Mahajan (DIN 10898192) as Additional Director of the Company with effect from January 8, 2025 in accordance with Section 161 of the Act.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-executive Independent Director. The Board of Directors recommends appointment of Ms. Vani Mahajan as Independent (Non-executive) Director of the Company. Ms. Vani Mahajan has given her consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Ms. Vani Mahajan's tenure as an Independent (Non-Executive) Director of the Company shall be for a period of 5 years w.e.f January 8, 2025 to January 7, 2030 (both days inclusive).

The Board recommends the resolution set forth in Item No. 10 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Ms. Vani Mahajan is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

BY ORDER OF BOARD OF DIRECTORS

VINAY SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A44928

DATE: JANUARY 9, 2025
PLACE: MUMBAI

REGISTERED OFFICE:
8TH FLOOR, MANEK PLAZA, KALINA CST ROAD,
KALINA, SANTACRUZ (EAST), MUMBAI 400 098

Additional Information on directors recommended for appointment/re-appointment
as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
SS-2 issued by ICSI is given hereunder:

| | | |
|--|--|---|
| Name of Director | Mr. Tiruvanamalai Chandrashekar Guruprasad | Mr. Chaganti Samba Murty |
| DIN | 03413982 | 10670239 |
| Date of Birth | 09.03.1974 | 10.01.1964 |
| Nationality | Indian | Indian |
| Occupation | Service | Service |
| Date of first appointment | 12.11.2024 | 19.12.2024 |
| Qualification | Master's degree in Business Administration | BSc, MBA, CA-IIB |
| Term & Conditions of appointment & re-appointment, details of remuneration sought to be paid, and the remuneration last drawn by such person | As per the Nomination and Remuneration Policy of the Company | As per the Nomination and Remuneration Policy of the Company |
| Number of Meetings of the Board attended during the year 2024-25 | 1 out of 3 | 0 out of 3 |
| Directorships held in other companies (excluding foreign companies and Section 8 Companies) | Ebix Money Express Private Limited Routier Operations Consulting Private Limited Ebix Cabs Private Limited Ebixcash Limited Ebix Payment Services Private Limited Buyforex India Limited Ebixcash World Money Limited All India Association of Authorized Money Changers And Money Transfer Agents | NIL |
| Memberships/ Chairmanships of Committees of other public companies | NIL | NIL |
| Number of Shares held in the Company | Nil | Nil |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | None | None |

Additional Information on directors recommended for appointment/re-appointment
as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
SS-2 issued by ICSI is given hereunder:

| | | |
|--|--|---|
| Name of Director | Mr. Shri Pal Goel | Ms. Seema Joshi |
| DIN | 07352580 | 06946689 |
| Date of Birth | 20.03.1953 | 09.08.1968 |
| Nationality | Indian | Indian |
| Occupation | Service | Advocate |
| Date of first appointment | 12.11.2024 | 12.11.2024 |
| Qualification | MA in Economics | Law Graduate |
| Term & Conditions of appointment & re-appointment, details of remuneration sought to be paid, and the remuneration last drawn by such person | As per the Nomination and Remuneration Policy of the Company | As per the Nomination and Remuneration Policy of the Company |
| Number of Meetings of the Board attended during the year 2024-25 | 1 out of 3 | 1 out of 3 |
| Directorships held in other companies (excluding foreign companies and Section 8 Companies) | NIL | Hindustan Powerprojects Private Limited MB Power (Madhya Pradesh) Limited Hindustan Thermalprojects Limited |
| Memberships/ Chairmanships of Committees of other public companies | NIL | NIL |
| Number of Shares held in the Company | Nil | Nil |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | None | None |

Additional Information on directors recommended for appointment/re-appointment
as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
SS-2 issued by ICSI is given hereunder:

| | | |
|--|--|--|
| Name of Director | Mr. Ajai Kumar | Ms. Vani Mahajan |
| DIN | 02446976 | 10898192 |
| Date of Birth | 26.06.1953 | 07.08.1993 |
| Nationality | Indian | Indian |
| Occupation | Professional | Professional |
| Date of first appointment | 08.01.2025 | 08.01.2025 |
| Qualification | M.Sc (Physics), L.L.B., CAIIB | Bachelor & Masters in Finance, Company Secretary |
| Term & Conditions of appointment & re-appointment, details of remuneration sought to be paid, and the remuneration last drawn by such person | As per the Nomination and Remuneration Policy of the Company | As per the Nomination and Remuneration Policy of the Company |
| Number of Meetings of the Board attended during the year 2024-25 | 0 out of 3 | 0 out of 3 |
| Directorships held in other companies (excluding foreign companies and Section 8 Companies) | Future Generali India Insurance Company Limited Adani Petronet (Dahej) Port Limited Nukleus Office Solutions Limited Sammaan Asset Management Limited Satyadevi Institute for Financial Learning Private Limited Can Fin Homes Limited Amar Ujala Limited HFCL Limited National Urban Co-Operative Finance and Development Corporation Limited | NIL |
| Memberships/ Chairmanships of Committees of other public companies | Memberships: 3 Chairmanships: 1 | NIL |
| Number of Shares held in the Company | Nil | Nil |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | None | None |