

Ref. No.: QHTL/Sec/SE/2023-24/24

July 20, 2023

The Manager,  
Corporate Services,  
BSE Limited,  
14<sup>th</sup> floor, P J Towers, Dalal Street,  
Mumbai – 400 001  
Ref: Security ID: QUICKHEAL  
Security Code: 539678

The Manager,  
Corporate Services,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Symbol: QUICKHEAL  
Series : EQ

Dear Sir/Madam,

Subject: **Submission of Notice of the 28<sup>th</sup> Annual General Meeting**

Reference: **Our letter No. Ref No.: QHTL/Sec/SE/2023-24/23 dated July 19, 2023**

We have informed your office, vide our referred letter, that the 28<sup>th</sup> Annual General Meeting of the Company shall be held on Friday, August 11, 2023.

In continuation of the above letter and in compliance with 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we enclose herewith Notice of the 28<sup>th</sup> Annual General Meeting of the Company.

Today, Company has initiated the process of sending Notice through electronic mode to those shareholders whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 14, 2023.

The Company has uploaded the AGM Notice on its website <https://www.quickheal.co.in/investors/annual-general-meetings>.

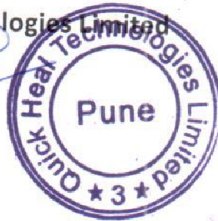
This is for your information and records.

Please acknowledge the receipt.

Thanking you.

For Quick Heal Technologies Limited

Vinav Agarwal  
Compliance Officer  
M.No.: A40751



## NOTICE

**Notice** is hereby given that the Twenty-Eighth (28<sup>th</sup>) Annual General Meeting ("AGM") of the Members of **Quick Heal Technologies Limited** ("the Company") will be held on Friday, August 11, 2023 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements:

To receive, consider and adopt

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon

#### 2. To declare Dividend on equity shares:

To declare a final dividend of ₹ 2.50/- per equity share of face value ₹ 10/- each for the financial year ended March 31, 2023.

#### 3. Appointment of Mr. Kailash Katkar (DIN: 00397191) as a director liable to retire by rotation:

To appoint a director in place of Mr. Kailash Katkar (DIN: 00397191), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Remuneration to Non-Executive Directors:

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

**"RESOLVED THAT** pursuant to Sections 197, 198, and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof and Schedule V, for the time being in force (hereinafter referred to as "the Act") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all approvals, permissions and sanctions as may be necessary, the approval of the Company be and is hereby accorded for payment of remuneration/commission to the Director(s) of the Company who is/are neither in the whole-time employment with the Company nor Managing Director(s) of the Company for Financial Year 2022-23, in such manner and up to such extent

as the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may so determine from time to time upon recommendation of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the above remuneration/ commission shall be in addition to the fees payable to the Directors for attending the meetings of the Board or any Committee thereof or for any other purpose whatsoever, as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board or any other meetings."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

#### 5. Approval of Remuneration to Mr. Kailash Katkar, Managing Director & CEO:

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

**"RESOLVED THAT** in furtherance to the ordinary resolution passed by the shareholders of the Company at their 25<sup>th</sup> Annual general Meeting ("AGM") held on August 11, 2020 for reappointment (including remuneration) of Mr. Kailash Katkar (DIN: 00397191) as Managing Director & CEO of the Company for a period of 5 years with effect from April 01, 2020 and in accordance with section 197, 198 and section II Part II of Schedule V of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act, if any, the remuneration paid/ payable to Mr. Kailash Katkar as Managing Director & CEO of the Company for his remaining tenure from April 01, 2023 till March 31, 2025 as mentioned in the explanatory statement annexed to this notice, be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement paid to Mr. Kailash Katkar shall be paid as minimum remuneration within the limits prescribed under Schedule V of the Act.

## NOTICE (Contd.)

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 6. **Approval of Remuneration to Mr. Sanjay Katkar, Joint Managing Director:**

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

“**RESOLVED THAT** in furtherance to the ordinary resolution passed by the shareholders of the Company at their 25<sup>th</sup> Annual general Meeting (“AGM”) held on August 11, 2020 for reappointment (including remuneration) of Mr. Sanjay Katkar (DIN: 00397277) as Joint Managing Director & CTO of the Company for a period of 5 years with effect from April 01, 2020 and in accordance with section 197, 198 and section II Part II of Schedule V of Companies Act, 2013 read with Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act, if any, the remuneration paid/ payable to Mr. Sanjay Katkar as Joint Managing Director & CTO of the Company for his remaining tenure from April 01, 2023 till March 31, 2025 as mentioned in the explanatory statement annexed to this notice, be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement paid to Mr. Sanjay Katkar shall be paid as minimum remuneration within the limits prescribed under Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## BY ORDER OF THE BOARD OF DIRECTORS

### For Quick Heal Technologies Limited

Sd/-

**Kailash Katkar**

Managing Director & CEO  
(DIN: 00397191)

Place: Pune

Date: April 17, 2023

### **Registered Office:**

Marvel Edge, Office No. 7010 C & D, 7th Floor, Viman Nagar, Pune- 411014

CIN: L72200MH1995PLC091408

Tel: +91 20 66813232

E-mail id: [cs@quickheal.co.in](mailto:cs@quickheal.co.in)

Website: [www.quickheal.co.in](http://www.quickheal.co.in)

## NOTICE (Contd.)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO 4: REMUNERATION TO NON-EXECUTIVE DIRECTORS:**

The members of the Company at the Extra Ordinary General Meeting held on August 28, 2015, accorded their approval for payment of commission on profits to the Non-Executive Directors of the Company at a rate not exceeding 1 per cent of the net profits of the Company in each financial year (computed in the manner provided in Sections 197 and 198 of the Companies Act, 2013).

The Non-Executive Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, legal, corporate strategy and finance. In order to bring the remuneration of the Non-Executive Directors in line and commensurate with the time devoted and the contribution made by them, the Board of Directors of the Company ("the Board") at the meeting held on April 17, 2023, have recommended for the approval of the members, payment of remuneration by way of commission to the Non-Executive Directors of the Company, as set out in the Resolution.

Replacewith: Accordingly, it is proposed that in terms of section 197 of the Act, read with section II part A of Schedule V of the Act, due to inadequacy of profits in financial year 2022-23, the Directors (apart from the Managing Director and Wholetime Directors) shall be paid such remuneration/ commission as per the limits prescribed. Under the provisions of Schedule V of the Act, payment of remuneration to Non-Executive Directors shall be approved by the Company in general meeting. Accordingly, this resolution is being proposed for the approval of the members. Other details are as per Annexure 2.

The Board recommends the Ordinary Resolution as set out in Item No. 04 of the Notice for approval of the Members.

All the Non-Executive Directors and their relatives are concerned or interested in the Resolution at Item No. 4 set out in the Notice to the extent of the remuneration that may be received by each of them.

**ITEM NO 5: TO APPROVE REMUNERATION OF MR. KAILASH KATKAR (DIN: 00397191) MANAGING DIRECTOR & CEO:**

The Members at their 25<sup>th</sup> AGM held on August 11, 2020 had approved by way of ordinary resolution the appointment and remuneration of Mr. Kailash Katkar as Managing Director & CEO of the Company for a period of 3 years with effect from April 01, 2020 till March 31, 2023. The remuneration paid/ payable during financial year 2023-24 and 2024-25 will be as follows:

(a) Mr. Kailash Katkar shall be paid basic salary, perquisites and allowances in the range of ₹ 1.50 Crores per

annum to ₹ 2.20 Crores per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration Committee from time to time, subject to maximum annual increase of 20% over the basic salary, perquisites and allowances for the previous year.

(b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI LODR Regulations.

(c) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Kailash Katkar, shall not be in excess of 2.5% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) and payment of remuneration shall not be in excess of 5% of the Net Profit of the Company to all Executive Directors of the Company for each of the financial years from 2023-24 and onwards with effect from April 01, 2023 for a period of two years.

If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Kailash Katkar, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, within the limits laid down in Section II, Part II of Schedule V of the Companies Act, 2013. In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the Company has inadequate profits or loss in that financial year.

(a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);

(b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

(c) encashment of leave at the end of the tenure.

Mr. Kailash Katkar is related to Mr. Sanjay Katkar. Mr. Kailash Katkar is brother of Mr. Sanjay Katkar. Mr. Kailash Katkar and his relatives will be concerned or interested in the ordinary resolution to the extent of the remuneration payable to him under the authority of the resolution. Except Mr. Sanjay Katkar, none of the other Directors

## NOTICE (Contd.)

or key managerial personnel (KMP) or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution. His brief profile is as per Annexure 3.

The Board of Directors recommends the Ordinary Resolutions set forth as Item No. 5 of the notice for approval of the shareholders.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the Item no. 5 of the notice. The Board recommends the Resolution set out in Item No. 5 for approval of shareholders as ordinary resolution.

### **ITEM NO 6: TO APPROVE REMUNERATION OF MR. SANJAY KATKAR (DIN: 00397277) JOINT MANAGING DIRECTOR:**

The Members at their 25<sup>th</sup> AGM held on August 11, 2020 had approved by way of ordinary resolution the appointment and remuneration of Mr. Sanjay Katkar as Joint Managing Director & CTO of the Company for a period of 3 years with effect from April 01, 2020 till March 31, 2023. The remuneration paid/ payable during financial year 2023-24 and 2024-25 will be as follows:

- (a) Mr. Sanjay Katkar shall be paid basic salary, perquisites and allowances in the range of ₹ 1.5 Crores per annum to ₹ 2.20 Crores per annum. Within this range, the aggregate of basic salary, perquisites and allowances may be revised by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time, subject to maximum annual increase of 20% over the basic salary, perquisites and allowances for the previous year.
- (b) Variable incentive of such amount as may be decided by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, from time to time subject to the prescribed limit given under Section 196, Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and SEBI LODR Regulations.
- (c) The aggregate of basic salary, allowances, perquisites and variable incentive of Mr. Sanjay Katkar, shall not be in excess of 2.5% of the Net Profit of the Company (computed in a manner laid down in Section 198 of the Companies Act, 2013) and payment of remuneration shall not be in excess of 5% of the Net Profit of the Company to all Executive Directors of the Company for each of the financial years from 2023-24 and onwards

with effect from April 01, 2023 for a period of two years.

If the Company incurs a loss or its profits are inadequate in any financial year during the tenure of Mr. Sanjay Katkar, he may be paid such minimum remuneration as determined by the Board of Directors or the Nomination & Remuneration Committee of the Board of Directors, within the limits laid down in Section II, Part II of Schedule V of the Companies Act, 2013. In such a case, the following perquisites shall not be included in the computation of the ceiling on remuneration in case the Company has inadequate profits or loss in that financial year.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Mr. Sanjay Katkar is related to Mr. Kailash Katkar. Mr. Sanjay Katkar is brother of Mr. Kailash Katkar. Mr. Sanjay Katkar and his relatives will be concerned or interested in the ordinary resolution to the extent of the remuneration payable to him under the authority of the resolution. Except Mr. Kailash Katkar, none of the other Directors or key managerial personnel or relatives of other directors or key managerial personnel is concerned or interested in the proposed resolution. The Board of Directors recommends the Ordinary Resolution set forth as Item No. 6 of the notice for approval of the shareholders. His brief profile is as per Annexure 3.

The Board of Directors recommends the Ordinary Resolutions set forth as Item No. 6 of the notice for approval of the shareholders.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the Item no. 6 of the notice. The Board recommends the Resolution set out in Item No. 6 for approval of shareholders as ordinary resolution.

### **BY ORDER OF THE BOARD OF DIRECTORS For Quick Heal Technologies Limited**

Sd/-

**Kailash Katkar**

Managing Director & CEO

(DIN: 00397191)

Place: Pune

Date: April 17, 2023

## NOTICE (Contd.)

## ANNEXURE 1 TO THE NOTICE

Details of Director seeking reappointment at the Annual General Meeting

Particulars	Mr. Kailash Katkar
Date of Birth	November 01, 1966
Date of Appointment	August 07, 1995
Qualifications	Matriculation
Expertise in specific functional areas	Business Administration, General Management, Strategy
Number of shares held in the Company	1,55,88,818
List of directorships held in other companies *	Data Security Council of India
Number of Board Meetings attended during 2022-23	5 of 5
Chairperson/Member in the Committees of the Boards of companies in which he is a director	Nil
Relationships directors inter se	Brother of Mr. Sanjay Katkar
Remuneration last drawn	₹ 1,35,50,004

\*Based on disclosures received from the respective Director.

## ANNEXURE 2 TO THE NOTICE

## Information required as per clause (iv) of Section II of Schedule V of the Companies Act, 2013

## I. General Information

- a. **Nature of Business:** The Company is engaged into providing IT security solutions to consumers, small businesses and Government establishments and Corporate houses.
- b. **Financial performance based on given indicators:**

## Standalone Financial performance based on given indicators (₹ in Crores)

Particulars	2022-23	2021-22	2020-21
Total Income	300.49	360.72	357.46
Profit before tax	9.29	103.56	145.83
Profit after tax	7.70	78.19	106.79

## Consolidated Financial performance based on given indicators (₹ in Crores)

Particulars	2022-23	2021-22	2020-21
Total Income	300.22	361.10	357.20
Profit before tax	8.02	108.68	146.13
Profit after tax	6.40	83.19	106.97

II. **Information about the appointee:** Not ApplicableIII. **Other Information:**

- a. **Reason of loss or inadequate profits:** Predominantly due to sudden and temporary correction in the consumer market towards the later of the second half of the year.
- b. **Steps taken or proposed to be taken for improvement:** We are approaching it in two-fold manner: Segment wise revenue enhancement and cost optimization measures

IV. **Disclosure:** Not Applicable

NOTICE (Contd.)

**ANNEXURE 3 TO THE NOTICE**

**Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Secretarial Standard-2 on General Meetings, brief profile of the directors whose remuneration to be revised is as follows:**

<b>Particulars</b>	<b>Mr. Kailash Katkar</b>	<b>Mr. Sanjay Katkar</b>
DIN	00397191	00397277
Date of Birth & Age	November 01, 1966, Age: 56	November 29, 1970, Age: 52
Date of First Appointment to the Board	August 07, 1995	August 07, 1995
Qualifications	Matriculate	Masters in computer science
Expertise in Specific Functional Areas	Business Administration	Development of anti-virus software, technology and related services
Experience	Quick Heal Technologies Limited	Quick Heal Technologies Limited
Directorship held in other listed entities	Nil	Nil
Membership/Chairmanship of Committees of other listed entities (includes on Audit committee & Stakeholders Relationship Committee)	Nil	Nil
Number of Equity Shares held in the Company	1,55,88,818	1,55,88,818
Relationship with any Director (s) and KMPs of the Company	Brother of Mr. Sanjay Katkar	Brother of Mr. Kailash Katkar
Number of Meetings Attended During the year	05	05
Remuneration last drawn	1,35,50,004	1,28,99,964

## NOTICE (Contd.)

## NOTES

1. Pursuant to General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI") and other circulars issued from time to time (hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and SEBI LODR, the AGM of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The relevant details, 36(3) of SEBI LODR Regulations and Secretarial Standards (SS) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business to be transacted as aforesaid is annexed hereto.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [jbbhave@gmail.com](mailto:jbbhave@gmail.com).
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Register of Members and Share Transfer Books shall remain closed from Saturday August 05, 2023 to Tuesday, August 08, 2023 (both days inclusive), for the purpose of AGM.
10. Members holding shares in electronic form are requested to immediately intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar of the Company (Link Intime).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.
12. Non-Resident Indian Members are requested to inform Link Intime, immediately of a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are Interested, as maintained under Section 170 and section 189 respectively of the Companies Act, 2013, will be available for inspection by the Members at AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 January 05, 2023 read with Circular no. SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and May 12, 2020, (collectively referred to as "SEBI Circulars"), Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.quickheal.co.in](http://www.quickheal.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime <https://instavote.linkintime.co.in>



## NOTICE (Contd.)

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

### 17. Procedure and instructions relating to e-Voting:

The voting period begins on August 08, 2023 at 12:01 AM (IST) and ends on August 10, 2023 at 5:00 PM (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

### Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 09, 2020:

Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> </ul>

## NOTICE (Contd.)

Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -               <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number.</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> </ul> </li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click "confirm" (Your password is now generated).</li> </ul> </li> <li>Click on 'Login' under <b>'SHARE HOLDER'</b> tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>'Submit'</b>.</li> <li>After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>'Favour / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on <b>'Submit'</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b>, else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol>

## NOTICE (Contd.)

### Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 .

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

### Process and manner for attending the Annual General Meeting through InstaMeet

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - ▶ Select the "**Company**" and '**Event Date**' and register with your following details: -
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

## NOTICE (Contd.)

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.