

Date: April 25, 2024

BY E-FILING

<p>To, Corporate Services Department, National Stock Exchange of India Limited, 5th Floor, Exchange Plaza Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051.</p> <p>Scrip Code: BYKE</p>	<p>To, Corporate Services Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.</p> <p>Scrip Code: 531373</p>	<p>To, Corporate Services Department, Metropolitan Stock Exchange of India Limited, 4th Floor, Vibgyor Towers, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 098</p> <p>Scrip Code: BYKE</p>
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Sub: Postal Ballot Notice - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed a copy of the Postal Ballot Notice approved by the Board through Circular Resolution dated April 24, 2024, seeking approval of the Members of the Company, by way of remote electronic voting ("E-voting") for:

1. Regularisation of Appointment of Mr. Sobhag Jain (DIN: 08770020) as Non - Executive Independent Director of the Company (Special Resolution).
2. Regularisation of Appointment of Mr. Brijmohan Pooranmal Agarwal (DIN: 00529136) as Non-Executive Independent Director of the Company (Special Resolution).

Following are the Dates of Events relevant to Postal Ballot:

Sr. No.	Particulars	Date of Event
1.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	Friday, April 19, 2024
2.	Date of completion of dispatch of notice of postal ballot through e-mails	Thursday, April 25, 2024
3.	E- Voting Starting Date	Friday, April 26, 2024
4.	E-Voting ending date	Saturday, May 25, 2024
5.	Date of declaration of voting results of passing Special resolution through e-voting postal ballot	Tuesday, May 28, 2024



The Company has engaged Central Depository Services (India) Limited (“CDSL”) for providing E-voting facility to all its Members and has appointed Suman Sureka & Associates, Practising Company Secretary with FCS No. – 6842 and C.P. No. - 4892 as the Scrutinizer for conducting Postal Ballot and E-voting process.

The Postal Ballot Notice is also available on the website of the Company at www.thebyke.com and on the website of CDSL at www.cdslindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For The Byke Hospitality Limited



Puja Sharma

(Company Secretary & Compliance Officer)



THE BYKE HOSPITALITY LIMITED

(CIN: L67190MH1990PLC056009)

Registered Office: Sunil Patodia Tower, Plot No: 156-158,

J.B. Nagar, Andheri (East) - Mumbai - 400099

Telephone No: 022-6707 9666;

Website: www.thebyke.com; E-mail Id: investors.care@thebyke.com

NOTICE OF POSTAL BALLOT

VOTING STARTS ON	VOTING ENDS ON
Friday, April 26, 2024 at 9:00 AM (IST)	Saturday, May 25, 2024 at 5:00 PM (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the resolutions appended here-in-below are proposed to be passed by the Members of The Byke Hospitality Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

SPECIAL BUSINESS

- Regularisation of Appointment of Mr. Sobhag Jain (DIN: 08770020) as Non - Executive Independent Director of the Company (Special Resolution)**

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Sobhag Jain (DIN: 08770020), who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at their meeting held on February 07, 2024 as an Additional Director in the category Non-Executive Independent Director and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of Five (5) Years with effect from February 07, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Sobhag Jain shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Directors to give effect to the aforesaid resolution.

2. Regularisation of Appointment of Mr. Brijmohan Pooranmal Agarwal (DIN: 00529136) as Non - Executive Independent Director of the Company (Special Resolution)

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Brijmohan Pooranmal Agarwal (DIN: 00529136), who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at their meeting held on February 07, 2024 as an Additional Director in the category Non-Executive Independent Director and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of Five (5) Years with effect from February 07, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Brijmohan Pooranmal Agarwal shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Directors to give effect to the aforesaid resolution.

Place: Mumbai

Date: April 24, 2024

Registered Office:

Sunil Patodia Tower,

Plot No. 156-158, J.B. Nagar,

Andheri (East),

Mumbai – 400 099

Email Id: Investors.care@thebyke.com

By Order of the Board of Directors

sd/-

(Puja Sharma)

Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e voting in a secure manner
 - a) Members may note that this Postal Ballot Notice will also be available on the Company's website, www.thebyke.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited @ www.bseindia.com, National Stock Exchange of India Ltd. @ www.nseindia.com, Metropolitan Stock Exchange www.msei.in and on the website of CDSL @ www.cdslindia.com.
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e., Saturday, May 25, 2024 at 5:00 P.M.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
- (i) The voting period begins on **Friday, April 26, 2024 at 9:00 AM (IST)** and ends on **Saturday, May 25, 2024 at 5:00 PM (IST)**. During this period shareholders' of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, April 19, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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 cdsi 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 with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “The Byke Hospitality Limited” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.care@thebyke.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 3

Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

Item No. 1

The Board of Directors of the company had appointed Mr. Sobhag Jain (DIN: 08770020) as an Additional (Non-Executive) Independent Director of the Company with effect from February 07, 2024, as recommended by the Nomination & Remuneration Committee, pursuant to the provisions of the Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules framed there under. However, in terms of the provisions of regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, approval of the members of the Company is required for such appointment with a period of three months for their appointment.

Considering the knowledge and experience of Mr. Sobhag Jain, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Sobhag Jain as Non – Executive Independent Director of the Company and is now being placed before the Members for their approval.

The Company has received from Mr. Sobhag Jain consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director.

Except Mr. Sobhag Jain, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Brief Profile of Mr. Sobhag Jain are furnished separately, which form part of this statement

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 1 of the notice.

Item No. 2

The Board of Directors of the company had appointed Mr. Brijmohan Pooranmal Agarwal (DIN: 00529136) as an Additional (Non-Executive) Independent Director of the Company with effect from February 07, 2024, as recommended by the Nomination & Remuneration Committee, pursuant to the provisions of the Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules framed there under. However, in terms of the provisions of regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, approval of the members of the Company is required for such appointment with a period of three months for their appointment.

Considering the knowledge and experience of Mr. Brijmohan Pooranmal Agarwal, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Brijmohan Pooranmal Agarwal as Non – Executive Independent Director of the Company and is now being placed before the Members for their approval.

The Company has received from Mr. Brijmohan Pooranmal Agarwal consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director.

Except Mr. Brijmohan Pooranmal Agarwal, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Brief Profile of Mr. Brijmohan Pooranmal Agarwal are furnished separately, which form part of this statement

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 1 of the notice.

ANNEXURE A TO NOTICE

Details of Director seeking appointment/~~re-appointment~~ through Postal Ballot pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Name of the Director	Mr. Sobhag Jain
Date of Birth & Age	30/12/1962 61 Years
Date of first Appointment to Board	07 th February, 2024
Brief Resume	Annexure B
Relationship with Directors & Key Managerial Personnel	Nil
Expertise in specific Functional area	-
Qualification	Chartered Accountant from ICAI
Directorship held in other listed Companies	CARE Ratings Ltd Choice International Limited
Listed entities from which the person has resigned in the past three years	NIL
Membership and Chairmanship in the Committees of the Board of the Company	NIL
a) Audit Committee	NIL
b) Nomination & Remuneration Committee	NIL
c) Stakeholder Relationship Committee	NIL
d) Risk Management Committee	NIL

No. of Shares held in the Company	-
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-

Name of the Director	Mr. Brijmohan Pooranmal Agarwal
Date of Birth & Age	15/10/1956 67 Years
Date of first Appointment to Board	07 th February, 2024
Brief Resume	Annexure B
Relationship with Directors & Key Managerial Personnel	Nil
Expertise in specific Functional area	-
Qualification	Chartered Accountant from ICAI
Directorship held in other listed Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Membership and Chairmanship in the Committees of the Board of the Company	NIL
a) Audit Committee	NIL
b) Nomination & Remuneration Committee	NIL
c) Stakeholder Relationship Committee	NIL
d) Risk Management Committee	NIL
No. of Shares held in the Company	-
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-

ANNEXURE B TO NOTICE

Brief profile of Directors seeking appointment/re-appointment through this Postal Ballot:

- Mr. Sobhag Jain (DIN: 08770020)** is a qualified Chartered Accountant (CA) and lastly held position of Executive Director (Finance & Accounts and Taxation) of LIC. He Joined LIC in June 1987 at the age of 24 years as a direct recruit officer in a CA batch. Prior to this position of Executive Director, he was a Director & Chief Executive of LICHFL CARE HOMES Mumbai and also held the Position of Chief Risk Officer at LIC pension fund Mumbai, Chief (F & A), Secretary (investment-operation), Secretary (Investment Risk Management & Research), Secretary (Marketing) at Central Office.

Manager (F&A) in He was also Senior Divisional Manager In-charge of Ahmedabad Division before posting as Regional central zone Bhopal. He has a total experience of 37 years.

He has facilitated the SEBI (LODR) Compliance of LIC within a short span of 12 days after Listing on 17th May 2022. He brought honour to Ahmedabad division by achieving all counts target after a long gap. As Chief risk officer, he helped to take many strategic decisions to mitigate the risk and save the pension fund from probable risk of losses. Under his guidance a GST Manual was prepared first time in LIC by taxation cell to help branch division and zonal offices. During his tenure as Marketing Manager at Vadodara, Division pioneered in sale of Bima Plus and Future Plus Policies and paved the way for the ULIP marketing. He was instrumental in holding international mid-term review conference of MDRT USA at Hyderabad. Since he had marketing experience of continuous 14 years, he mentored many divisions in Central zone while working in Administration. As a CA with vast experience in LIC, he was visiting faculty to National Insurance Academy, Management Development Centre and Zonal training Centres. He was also a member of Study group of IFRS17 implementation in India set up by ICAI & IRDAI. Furthermore, he was also a member of Subcommittee on Expenses of Management (EoM) set up by IRDAI. From LIC, he has been nominated on the (a) Advisory panel of Spring Healthcare India Fund (Sabre Partners), (b) Member on the Supervisory Board of Bio Technology Fund (APIDC Venture Capital Pvt. Ltd.) and (c) Supervisory Board of India Advantage Fund Series 2 (ICICI Venture).

2. **Mr. Brijmohan Pooranmal Agarwal (DIN: 00529136)**, is a qualified Chartered Accountant (CA) and is in profession since 1981. He joined Borkar & Muzumdar, Chartered Accountants, Mumbai in 1984 and since 1987 he is a partner in the firm. He practices mainly in the field of domestic and international taxation and he is also actively involved in special assignment handled by the firm such as investigation and special audit of large clients where mainly the appointment is done by a regulator.

Over the period of close to 35 years as a partner, he has gained extensive experience in the areas of Taxation, International Taxation, Transfer Pricing, Statutory Audit and Investigation Audits. As a result of these diverse assignments, which his firm Borkar & Muzumdar has been fortunate to get, he has also been handling audits of Nationalised Banks, Foreign Banks, and certain large public sector units both as their sole auditor firm as well as joint auditors. For e.g. Bank of America, Bank of Baroda, Bank of India, Punjab National Bank, Central Bank of India & Reserve Bank of India.

As a student, he was the General Secretary of the Government college Shirohi in 1977. He was also the Chairman of WIRC of ICAI for the year 2008-09, Vice Chairman of WICASA for two continuous years 1978 & 1979, Member of WIRC for nine years since 2001 and was also the Treasurer for the year 2001-02 and Vice-Chairman in 2003-04. During his association as an elected member of the WIRC, besides being the member of various standing and non-standing committees of WIRC, he was also the member of various other committees.

He was also a Committee member of Local Advisory Board set up by the Company Law affairs - Ministry of Law and Justice and was also co-opted member of CPE Committee of The Institute of Chartered Accountants of India. Besides the above professional affiliation, he is also associated with associations like The Rotary club of Goregaon, Lions Club A 323 District and Rajasthani Seva Samiti. He was an independent professional director in following companies;

- Choice International Ltd.
- Choice Equity Broking Private Ltd.
- JVA Management Advisors Pvt. Ltd.

Currently he is an independent professional director in the following company;
Equity Link Research (I) Ltd.