(formerly Emergent Energy and Services Limited)
CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;
Phones: (91) (11) 2378 2022, 2338 2592; Fax: (91) (11) 2378 2806, 23381914;
Email: sotl@somanigroup.com; website:www.eesl.in

February 24, 2020

FAX NOS: 022-2272 3121

Manager – Listing, Corporate Relationship Department Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai –400 001

Scrip Code: 506180

Sub: Notice of Postal Ballot- Compliance of SEBI (LODR), Regulations, 2015

Dear Sir,

With reference to the captioned subject, please find enclosed Postal Ballot notice alongwith explanatory statement being sent to the shareholders for change in the name of the Company from "Emergent Global Edu and Services Limited to "Emergent Industrial Solutions Limited" subject to other statutory approvals.

Please take the above on your records and oblige.

Thanking You,

Yours Faithfully,

For Emergent Global Edu and Services Limited

Sabina Nagpal

(Compliance Officer)

Encl:a/a

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NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), that the resolution appended below is proposed to be passed by the Members as Special Resolution by way of postal ballot/electronic voting ("e-voting") by giving their assent/dissent.

Pursuant to Section 102 and 110 of the Companies Act, 2013, the Explanatory Statement setting out the material facts and reasons for the proposed resolution is appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors have appointed CS Naveen Gupta (FCS No.4425), Proprietor of M/s Naveen Gupta & Associates, Company Secretaries, New Delhi, as scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting.

The results of the postal ballot will also be posted on the Company's website, www.eesl.in and on the NSDL website, https://www.evoting.nsdl.com, within 2 days of passing of the resolution besides communication to the stock exchanges where the Company's shares are listed.

Special Business

Resolution No.1

Approval for change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company:

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the

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approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from "Emergent Global Edu and Services Limited" to "Emergent Industrial Solutions Limited".

"RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name "Emergent Global Edu and Services Limited" wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name "Emergent Industrial Solutions Limited".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution."

By Order of the Board of Directors

Sabina Nagpal (Company Secretary and Law Officer)

Place: New Delhi Date: 24.02.2020

NOTES

- 1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
- 2. 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 as on Friday, 21st February, 2020. 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). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

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- 3. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 21st February, 2020 (cut off date) will be considered for the purpose of voting.
- 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. The members can opt for only one mode of voting, i.e., either by physical ballot or evoting. In case members cast their votes through both the modes, voting done by evoting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to https://www.evoting.nsdl.com or to the Company at sotl@somanigroup.com. The Registrar and Transfer Agent/ the Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
- 7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 21st February, 2020.
- 8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
- 9. Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be considered as invalid. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
- 10. A member cannot exercise his vote by proxy on postal ballot.
- 11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on **Monday**, 30th March, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the members will also be accepted. If any

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postal ballot is received after 17:00 hours IST on **Monday**, **30th March**, **2020** it will be considered that no reply from the member has been received.

- 12. 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 other officer of the Company, on or before Wednesday, 1st April, 2020 and will be displayed on the website of the Company (www.eesl.in), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
- 13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / evoting i.e. March 30, 2020.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

In conformity with the provisions of Section 102 of the Companies Act 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

The Company had altered its main objects so as to include trading, dealing in various industrial raw materials as well as to provide industrial solutions to various industries in steel, ferro alloys, power, cement and other related sectors. The business of the Company has grown in last few months and the Company has earned goodwill of its customers, suppliers and other stakeholders. According to the objects of the Company the existing name of the Company does not reflect the current activity or area of its business. The name of the company has become a misnomer and a constraint in reaching out to the target customers and gives a restrictive & myopic view about Company's operations and is not conducive to the growth ambitions of the Company across various sectors/segments. As against this, management of the Company is of the view that the new name gives fair and clear view about Company's operations. Apart from this, it is perceived that the proposed name truly reflects the Company's business and is in the best interest of the Company.

In view of the above, the Board at its meeting held on 13th February, 2020 had decided, subject to the necessary approvals, to change the name of the Company and accordingly the Company had applied to the Hon'ble Registrar of Companies (ROC) for reserving the names proposed by

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the Board. The application for availability of name under Section 4 of the Companies Act, 2013 was filed with the MCA on 15th February, 2020. The Hon'ble Registrar of Companies, Central Registration Centre, Ministry of Corporate affairs have confirmed the name availability vide their letter dated 17th February, 2020.

The said change in name of the Company shall be subject to the approvals, consent, sanctions and permissions if any, from appropriate authorities, including in-principle approval of the Stock Exchanges in terms of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The change in name of the Company as proposed would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/Stakeholders. The Change of Name of the Company shall be effective from the date of Fresh Certificate of Incorporation.

Accordingly, pursuant to the provisions of the Companies Act, 2013, Company's Directors recommend and seek approval of shareholders by way of special resolution through postal ballot including e-voting for the resolution appearing in the postal Ballot Notice for change of name of the company from "Emergent Global Edu and Services Limited" to "Emergent Industrial Solutions Limited" and consequential amendment of Memorandum of Association and Articles of Association of the Company.

None of the Directors, Key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the proposed resolution.

Your Directors recommend the Resolution No. 1 of the Postal Ballot Notice for the approval of the Members as a Special Resolution .You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board of Directors

Sabina Nagpal (Company Secretary and Law Officer)

Place: New Delhi Date: 24.02.2020

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POSTAL BALLOT FORM

Postal Ballot No.

No.	Particulars	Details of Member(s)
1.	Name & Registered	
	address of the Sole /First	· · ·
	named Member	
2.	Name(s) of the Joint	
	Holder(s) if any	
3.	Registered Folio No / DP	
	ID & Client ID No.*	
	(* Applicable only to	ē.
	Member holding equity	
	shares in dematerialized	
	form)	
4.	No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal ballot dated 24^{th} February, 2020 by sending my/our assent (FOR) or dissent (AGAINST) to the said special resolution by placing a tick ($\sqrt{}$) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Sr. No.	Description	No. of equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for name change of the Company from ""Emergent Global Edu and Services Limited" to "Emergent Industrial Solutions Limited"			

	Solutions Limited"			
Plac Date				
		Signature o	f the Member/Benefi	_ cial Owner

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ELECTRONIC VOTING PARTICULARS				
EVSN	USER ID	PASSWORD		
(Electronic Voting Sequence Number)				
	Please refer to. instructions with procedure.	th respect to e-voting		

Email ID......(To be provided by the members holding equity shares in physical form)

Last date for receipt of postal ballot form by scrutinizer is Monday, 30th March, 2020.

Note:

- 1. Please read the instructions printed overleaf and in the notes to the postal ballot notice dated **24**th **February**, **2020** carefully before exercising your vote.
- 2. If the voting rights are exercised electronically, there is no need to use this form.

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INSTRUCTIONS

- A Member desirous to exercise vote by Postal ballot may complete and sign this Postal ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- 2. The Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by place $(\sqrt{})$ mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
- 3. The Postal Ballot Form should be completed and signed by the Member. In case of Joint holding, Postal Ballot Form should be completed and signed by the fist named Member and in his / her absence, by the next named Member.
- 4. The Signature of the Member on this Postal ballot Form should be as per the specimen signature furnished to National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) or registered with the Company/Registrar and transfer agent, in respect of shares held in dematerialized form or in physical form respectively.
- 5. A Member can request for duplicate Postal Ballot Form. However duly completed Postal Ballot Form should reach the Scrutinizer at the address mentioned below not later than 5.00 p.m. on Monday, 30th March, 2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

CS Naveen Gupta
Naveen Gupta & Associates
R/o: Ist Floor, Keshav Complex,
16, Veer Savarkar Block, Shakarpur, Delhi – 110092.
aumadvisors@gmail.com

- 6. There will be only one Postal Ballot Form for every folio/DP ID/Client ID irrespective of the number of Joint Holder(s) Postal Ballot cannot be exercised by a proxy.
- 7. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/appropriate authorization along with the specimen signature(s) of the authorized signatory(ies) certified/attested.
- 8. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be liable to acknowledge or act on the same.

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- 9. Members are requested to fill the Postal ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Form will be rejected. The Scrutinizer decision on the validity of a Postal Ballot Form will be final and binding.
- 10. The voting period starts on Friday, 28th February, 2020 at 9.00 A.M and ends on Monday, 30th March, 2020 at 5.00 P.M (inclusive of both the days). The e-voting module shall also be disabled by NSDL for voting thereafter the Scrutinizer will submit his report to the Chairman or any Director duly authorized in this behalf and after completion of scrutiny of the e-voting.
- 11. The result of the Postal Ballot shall be declared on or before 1st April, 2020 at the Registered Office of the Company.
- 12. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting. The result will also be posted on the Company's website www.eesl.in and communicated to the NSDL and the stock exchange where the Company's shares are listed.

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Instructions for E- voting 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 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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.	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.		
	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	

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For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user 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 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, your 'initial password' is communicated to you on your postal address.
- 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

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Details on Step 2 is given below:

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

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

- 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 aumadvisors@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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.

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in