

REF: HSL/SEC/2023/45

June 21, 2023

To The Deputy Manager Department of Corporate Services BSE Ltd. PJ Towers, Dalal Street Mumbai -400001 Scrip Code: 514043	To The Manager National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400051 Symbol: HIMATSEIDE
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Dear Sir/ Madam,

Sub: Notice of Postal Ballot**Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

With reference to our letter dated May 30, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), please find enclosed herewith a copy of the Postal Ballot Notice dated May 30, 2023 together with the Explanatory Statement and containing inter alia, the details as applicable under the provisions of the Companies Act, 2013 read with the Listing Regulations and Instructions for remote e- voting thereto, seeking consent of the Members of the Company, on the following items of special business:

SI No.	Particulars	Type of Resolution
1.	Approval for Re-appointment of Mr. D. K. Himatsingka (DIN:00139516) as Executive Chairman	Special
2.	Approval for payment of Remuneration to Mr. D.K. Himatsingka (DIN:00139516) as Executive Chairman	Special
3.	Approval for Re-appointment of Mr. Shrikant Himatsingka (DIN: 00122103) designated as Executive Vice Chairman & Managing Director	Special
4.	Approval for payment of Remuneration to Mr. Shrikant Himatsingka (DIN: 00122103) designated as Executive Vice Chairman & Managing Director of the Company	Special
5.	Approval for Appointment of Mr. Shyam Powar (DIN : 01679598) as an Independent Director of the Company.	Special

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited ("KFintech") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, June 16, 2023. Accordingly,

Himatsingka Seide Limited

Registered Office: 10/24 Kumara Krupa Road
High Grounds, Bangalore 560 001, India
T +91 80 2237 8000, F +91 80 4147 9384
E hslblr@himatsingka.com

CIN L17112KA1985PLC006647

www.himatsingka.com



physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Members who have not updated their email address with the Company/ RTA are requested to update their email address with their Depository Participants (in case of Demat holding) or by sending duly filled in Form ISR-1 alongwith the supporting documents to Kfin (in case of Physical shares). Form ISR-1 can be downloaded from the Company's website at www.himatsingka.com as well as from the Kfintech website at <https://ris.kfintech.com/clientservices/isc/default.aspx>

The Company has engaged the services of KFintech for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Thursday, June 22, 2023 at 9:00 A.M. (IST) and shall end on Friday, July 21, 2023 at 5:00 P.M. (IST). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at <https://ris.kfintech.com/faq.html> or contact RTA at Tel no. 1800 309 4001 (toll free).

This Postal Ballot Notice will also be available on the Company's website at www.himatsingka.com and on the website of KFintech at www.evoting.kfintech.com.

The Board of Directors has appointed Mr. Prakash Kamath, Practicing Company Secretary (Membership No: A10807) failing him Mr. Pramod S, Practicing Company Secretary, (Membership No: A36020), as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The results of the Postal Ballot alongwith the Scrutinizer's Report will be declared on or before Tuesday, July 25, 2023 and the same shall be disseminated to the Stock Exchanges, where equity shares of the Company are listed. The Postal Ballot Result alongwith the Scrutinizer's Report will also be placed on the Company's website at www.himatsingka.com and the website of KFintech at www.evoting.kfintech.com.

The above is for your information and records.

Thanking you,

Yours faithfully,
For Himatsingka Seide Limited

M. Sridhar
Company Secretary

Encl: As above

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and other applicable circulars issued by the Ministry of Corporate Affairs]

Dear Members,

NOTICE of Postal Ballot ("**Notice**") is hereby given to the Members of Himatsingka Seide Limited ("**the Company**") pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the "**MCA Circulars**"), to transact the special businesses as set out hereunder by passing special resolutions by way of postal ballot.

Further, Ministry of Corporate Affairs, Government of India (the "**MCA**") in terms of the MCA Circulars, had advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2023, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. In case 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. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business reply envelope will not be sent to the members for this Postal Ballot.

Pursuant to Regulation 17(IC) of the SEBI Listing Regulations, approval of shareholders is required for appointment/ re-appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought for following appointment/ re-appointment through the process of Postal Ballot.

Pursuant to Section 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolutions setting out the material facts and reasons/ rationale thereof forms part of this Notice.

The Company has engaged the services of Kfin Technologies Limited ("**Kfin**") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.himatsingka.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice. Remote e-voting period will commence on Thursday, June 22, 2023 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, July 21, 2023. During this period, Members of the Company, holding shares as on the cut-off date, i.e., Friday, June 16, 2023, may cast their vote electronically. The remote e-voting facility will be disabled by Kfin immediately thereafter.

SPECIAL BUSINESS:

ITEM NO. 1

To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

APPROVAL FOR RE-APPOINTMENT OF MR. D. K. HIMATSINGKA (DIN: 00139516) AS EXECUTIVE CHAIRMAN

"RESOLVED THAT pursuant to the provisions of Sections 196 and 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and such other approvals or permissions from any authorities as may be necessary, the approval of members be & is hereby accorded to the re-appointment of Mr. D.K. Himatsingka (DIN:00139516) as Executive Chairman of the Company, liable to retire by rotation, who has attained the age of seventy years for a period of five years with effect from June 1, 2023 to May 31, 2028, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company".

ITEM NO. 2

To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

APPROVAL FOR PAYMENT OF REMUNERATION TO MR. D.K. HIMATSINGKA (DIN: 00139516) AS EXECUTIVE CHAIRMAN

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other approvals or permissions from any statutory authorities as may be necessary, the approval of members be & is hereby accorded for payment of remuneration and other perquisites to Mr. D.K. Himatsingka (DIN: 00139516) on the following terms & conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with effect from June 1, 2023:

a) Basic Salary: Basic salary Rs.16,63,500/- per month in the scale of Rs. 16,63,500 - 1,66,350- 23,28,900/-.

b) Perquisites:

- i) Housing: Provision of a furnished accommodation, owned/ hired by the Company and to deduct 10% of the monthly salary. If no accommodation is provided by the Company, house rent allowance will be payable at 50% of basic salary.

Explanation: The expenditure incurred by the Company on electricity, water and furnishing, will be valued as per the Income tax Rules, 1962.

He shall further be entitled to any other benefits which employees of President and above categories are entitled as per the HR policy of the Company.

The following perquisites shall be as per the rules framed by the Company from time to time:

- ii) Contribution to Provident Fund
- iii) Leave Travel concession for self and family.
- iv) Contribution to Pension Fund, Superannuation Fund, Annuity Fund
- v) Club Fees: Two club memberships (except life membership)
- vi) Personal Accident Insurance
- vii) Medical Expenses and Medical Insurance for self & family
- viii) Company maintained Car with Driver for official and personal use.
- ix) Telecommunication facilities for official and personal use
- x) Leave unavailed of, to be allowed to be accumulated/ encashed.
- xi) Gratuity as per the Payment of Gratuity Act 1872 or as per the Gratuity scheme of the Company, whichever is higher.

c) Annual increment: For every financial year, increment upto 10% p.a. of the fixed basic pay effective from April 1, 2024 subject to total fixed remuneration upper cap of Rs.4.50 crores p.a. during the term of the appointment and the increments shall be in consultation with the Nomination and Remuneration Committee and the Board of Directors based on the Company's remuneration philosophy and principles.

d) Commission: In addition to the above, such amount of commission calculated with reference to the net profits of the Company for each financial year as may be fixed by the Nomination and Remuneration Committee and the Board of Directors subject to ceiling laid down in Section 197 of the Companies Act, 2013 read with rules thereto.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial year during the term of this appointment, notwithstanding the inadequacy of profits, consent of the members of the Company be and is hereby accorded for payment to Mr. D.K. Himatsingka of remuneration including perquisites/benefits in the manner mentioned hereinabove as permissible remuneration in accordance with and subject to the applicable provisions of Schedule V of the Companies Act 2013, including any statutory modification(s) or enactment thereof and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT in addition to the above, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration including commission payable to Mr. D.K. Himatsingka shall not exceed 5% of the net profits of the Company and further that the aggregate annual remuneration to all Promoter Executive Directors shall not exceed 10% of the net profits of the Company in any year during the tenure of his appointment.

RESOLVED FURTHER THAT in the event of loss of his office as Executive Chairman, Mr. D.K. Himatsingka shall be paid compensation in the manner and to the extent permissible under the provisions of Section 202 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorised to modify, alter, increase, widen the scope of the remuneration including Commission within the limits prescribed in the Act or rules thereunder, as amended from time to time in such manner as may be agreed to between the Board and Mr. D.K. Himatsingka.”

ITEM NO. 3

To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

APPROVAL FOR RE-APPOINTMENT OF MR. SHRIKANT HIMATSINGKA (DIN: 00122103) DESIGNATED AS EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR

“RESOLVED THAT pursuant to the provisions of Sections 196 and 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and such other approvals or permissions from any authorities as may be necessary, the approval of members be & is hereby accorded to the re-appointment of Mr. Shrikant Himatsingka (DIN:00122103) designated as Executive Vice Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from June 1, 2023 to May 31, 2028 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.”

ITEM NO. 4

To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.

APPROVAL FOR PAYMENT OF REMUNERATION TO MR. SHRIKANT HIMATSINGKA (DIN: 00122103) DESIGNATED AS EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other approvals or permissions from any statutory authorities as may be necessary, the approval of members be & is hereby accorded for payment of remuneration and other perquisites to Mr. Shrikant Himatsingka on the following terms & conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with effect from June 1, 2023:

a) Basic Salary: Basic salary Rs.16,63,500/- per month in the scale of Rs. 16,63,500 - 1,66,350- 23,28,900/-.

b) Perquisites:

- i) Housing: Provision of a furnished accommodation, owned/ hired by the Company and to deduct 10% of the monthly salary. If no accommodation is provided by the Company, house rent allowance will be payable at 50% of basic salary.

Explanation: The expenditure incurred by the Company on electricity, water and furnishing, will be valued as per the Income tax Rules, 1962.

He shall further be entitled to any other benefits which employees of President and above categories are entitled as per the HR policy of the Company.

The following perquisites shall be as per the rules framed by the Company from time to time:

- ii) Contribution to Provident Fund
- iii) Leave Travel concession for self and family.
- iv) Contribution to Pension Fund, Superannuation Fund, Annuity Fund
- v) Club Fees: Two club memberships (except life membership)
- vi) Personal Accident Insurance
- vii) Medical Expenses and Medical Insurance for self & family
- viii) Company maintained Car with Driver for official and personal use.
- ix) Telecommunication facilities for official and personal use
- x) Leave unavailed of, to be allowed to be accumulated/ encashed.
- xi) Gratuity as per the Payment of Gratuity Act 1872 or as per the Gratuity scheme of the Company, whichever is higher.

- c) Annual increment: For every financial year, increment upto 10% p.a. of the fixed basic pay effective from April 1, 2024 subject to total fixed remuneration upper cap of Rs.4.50 crores p.a. during the term of the appointment and the increments shall be in consultation with the Nomination and Remuneration Committee and the Board of Directors based on the Company's remuneration philosophy and principles.
- d) Commission: In addition to the above, such amount of commission calculated with reference to the net profits of the Company for each financial year as may be fixed by the Nomination and Remuneration Committee and the Board of Directors subject to ceiling laid down in Section 197 of the Companies Act, 2013 read with rules thereto.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial year during the term of this appointment, notwithstanding the inadequacy of profits, consent of the members of the Company be and is hereby accorded for payment to Mr. Shrikant Himatsingka of remuneration including perquisites/ benefits in the manner mentioned hereinabove as permissible remuneration in accordance with and subject to the applicable provisions of Schedule V of the Companies Act 2013, including any statutory modification(s) or enactment thereof and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT in addition to the above, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration including commission payable to Mr. Shrikant Himatsingka shall not exceed 5% of the net profits of the Company and further that the aggregate annual remuneration to all Promoter Executive Directors shall not exceed 10% of the net profits of the Company in any year during the tenure of his appointment.

RESOLVED FURTHER THAT in the event of loss of his office as Executive Vice Chairman & Managing Director, Mr. Shrikant Himatsingka shall be paid compensation in the manner and to the extent permissible under the provisions of Section 202 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorised to modify, alter, increase, widen the scope of the remuneration including Commission within the limits prescribed in the Act or rules thereunder, as amended from time to time in such manner as may be agreed to between the Board and Mr. Shrikant Himatsingka."

ITEM NO. 5

To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution

APPROVAL FOR APPOINTMENT OF MR. SHYAM POWAR (DIN:01679598) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT Mr. Shyam Powar (DIN:01679598) who was appointed as an Additional Director of the Company in Independent capacity effective from May 30, 2023, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Company, Mr. Shyam Powar who meets the criteria for independence as provided under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for the period of five years commencing from May 30, 2023 to May 29, 2028.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary be and are hereby severally authorized to do all such acts, matters and things as may be required/ necessary to give effect to the above resolution."

Registered Office
10/24, Kumara Krupa Road
High Grounds,
Bengaluru-560 001

By order of the Board
For Himatsingka Seide Ltd

Place: Bengaluru
Date: May 30, 2023

M. Sridhar
(Company Secretary)

NOTES:

- 1) The explanatory statement pursuant to the provisions of Section 102 of the Act setting out material facts relating to the aforesaid resolutions is annexed hereto.
- 2) Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, Schedule V of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment through Shareholder's resolution are also enclosed to the Notice.
- 3) In terms of the provisions of Companies Act, 2013, read with Rules made thereunder and guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those members, whose names appear in the Register of Members /List of Beneficial Owners as received from the Depositories/ Company's Registrar and Transfer Agent ("RTA") as on Friday, June 16, 2023 ("Cut- Off Date") and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.
- 4) The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same by sending a written request signed by the first/ sole holder to the Registrar and Transfer Agents, Kfin Technologies Limited quoting details of Folio No.
- 5) Only those members whose names are appearing in the Register of Members as on Cut-off date shall be eligible to cast their votes through postal ballot by remote e- voting. The voting rights of the members shall be in proportion to their share of the paid- up equity share capital of the Company as on the Cut-Off Date. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The Notice will be available on the website of the Company at www.himatsingka.com and on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and also on the website of Company's Registrar and Transfer Agent ("RTA") at www.evoting.kfintech.com.
- 6) The remote e-voting shall commence on Thursday June 22, 2023 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday July 21, 2023. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
- 7) The Board of Directors have appointed Mr. Prakash Kamath, Practising Company Secretary, (M. No A10807), failing him Mr. Pramod S, Practising Company Secretary (M. No: 36020) as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
- 8) The Scrutinizer shall submit his report to the Chairman, or any other person authorised by him, after scrutiny of votes cast. The results will be declared on or before Tuesday, July 25, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
- 9) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.himatsingka.com and on the website of stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited - www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFin") - www.evoting.kfintech.com. The results shall also be displayed on the notice board at the Registered Office of the Company.
- 10) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday July 21, 2023.
- 11) Members desiring of inspecting any documents referred to in the notice or statement may send their request to at investors@himatsingka.com from their registered email address mentioning their names, folio number, DP ID/ Client ID during the voting period.
- 12) The vote in the Postal Ballot cannot be exercised through Proxy.
- 13) Further, Members who have not updated their e-mail address with the company/RTA are requested to update their e-mail address with their Depository Participants (in case of Demat Holding) or by sending duly filled in Form ISR-1 along with the supporting documents to Kfin (in case of Physical shares) Form ISR-1 can be downloaded from the company website at www.himatsingka.com as well as from the Kfin website at <https://ris.kfintech.com/clientservices/isc/default.aspx>
- 14) 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 prakash@pjkamath.in with a copy marked to investors@himatsingka.com.

Registered Office
10/24, Kumara Krupa Road
High Grounds,
Bengaluru-560 001

Place: Bengaluru
Date: May 30, 2023

By order of the Board
For Himatsingka Seide Ltd

M. Sridhar
(Company Secretary)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to Item Nos. 1 to 5 mentioned in the accompanying Notice.

Item No. 1 and 2:

RE-APPOINTMENT OF MR. D. K. HIMATSIKKA AS EXECUTIVE CHAIRMAN AND REMUNERATION PAYABLE TO HIM

The Nomination & Remuneration Committee (NRC) at its meeting held on August 9, 2018 had recommended the re-appointment of Mr. D.K. Himatsingka as Executive Chairman of the Company for a term of five years starting from April 1, 2019 to March 31, 2024. Based on the recommendation, his appointment was approved by the Board of Directors at its meeting held on August 9, 2018. His appointment was approved by the members at the 33rd Annual General Meeting of the Company held on September 22, 2018.

The tenure of Mr. D.K. Himatsingka, as Executive Chairman of the Company is expiring on March 31, 2024. According to the proviso clause of Section 196(2) of the Companies Act, 2013 re- appointment can be made maximum one year before the expiry of the term.

Due to impact of COVID-19 pandemic on the business of the Company, during the FY 2020-21, the remuneration paid to Mr. D K Himatsingka was on basis of minimum remuneration computed pursuant to Section 198 read with Schedule V of the Companies Act, 2013 i.e. on the basis of effective capital which was comparatively lower than the remuneration approved by the shareholders. During the year 2021-22, the Company achieved the highest turnover of approx. Rs 3,200 crores with profits of approx. Rs. 140 Crores and Mr. D.K. Himatsingka was paid remuneration in accordance with remuneration approved by the shareholders. However, during the FY 2022-23 owing to extra ordinary inflation in raw materials especially cotton and high energy costs and logistical bottlenecks together with subdued demand for Company's products on account of overstocking by big box retailers, the Company has recorded losses after tax to the tune of approx. Rs. 64 crores. During FY 2022-23, Mr. D.K. Himatsingka has been again paid minimum remuneration which is lower than the remuneration approved by the shareholders. Besides, in anticipation of subdued business during FY 2022-23, Mr. D K Himatsingka had also waived his 50% commission during FY 2021-22.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders by way of Special Resolution is required for payment of total remuneration including commission to Mr. D.K. Himatsingka in excess of Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher. The members approval is solicited for payment of remuneration as per the resolution notwithstanding that the total remuneration including commission may exceed Rs 5 crores or 2.5% of the net profits of the Company but shall not exceed 5% of the net profits and further the aggregate annual remuneration to all Promoter Executive Directors shall not exceed 10% of the net profits of the Company in any year during the tenure of the appointment.

Mr. D.K. Himatsingka has attained the age of 70 years, Members approval by way of Special Resolution is sought for re-appointment of Mr. D.K. Himatsingka as Executive Chairman of the Company for a period of 5 years with effect from June 1, 2023 on the terms as stated in the resolution and the same is commensurate with his experience and industry benchmark. The terms and conditions for payment of remuneration and other perquisites to Mr. D.K. Himatsingka are detailed in the above resolution. The NRC and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company. Brief Profile of Mr. D.K. Himatsingka is presented below in tabular form for perusal by the members.

The Company has received requisite declarations from Mr. D.K. Himatsingka confirming that his appointment as an Executive Chairman of the Company is in compliance with the provisions of the Companies Act, 2013 and SEBI Regulations. The draft of the contract of service to be entered would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@himatsingka.com Mr. D.K. Himatsingka, self; Mrs. Rajshree Himatsingka, Promoter Member and Wife of Mr. D.K. Himatsingka; Mr. Shrikant Himatsingka, Managing Director & CEO and son of Mr. D.K. Himatsingka; Mrs. Akanksha Himatsingka, CEO - International Operations (Home Textiles) and wife of Mr. Shrikant Himatsingka, Mrs. Priyadarshini Himatsingka, Promoter Member and Daughter of Mr. D.K. Himatsingka are concerned/ interested in the said resolutions. None of the other directors or key managerial personnel of the Company or their relatives are concerned/ interested, financially or otherwise, in this resolution.

Item No. 3 and 4:

RE-APPOINTMENT OF MR. SHRIKANT HIMATSIKKA DESIGNATED AS EXECUTIVE VICE CHAIRMAN & MANAGING DIRECTOR AND REMUNERATION PAYABLE TO HIM

The Nomination & Remuneration Committee (NRC) at its meeting held on May 25, 2018 had recommended the re-appointment of Mr. Shrikant Himatsingka as Managing director & CEO of the Company for a term of five years starting from June 3, 2018 to June 2, 2023. Based on the recommendation, his appointment was approved by the Board of Directors at its meeting held on May 25, 2018. His appointment was approved by the members at the 33rd Annual General Meeting of the Company held on September 22, 2018.

Due to impact of COVID-19 pandemic on the business of the Company, during the FY 2020-21, the remuneration paid to Mr. Shrikant Himatsingka was on basis of minimum remuneration computed pursuant to Section 198 read with Schedule V of the Companies Act, 2013 i. e. on the basis of effective capital which was comparatively lower than the remuneration approved by the shareholders. During the year 2021-22, the Company achieved the highest turnover of approx. Rs 3,200 crores with profits of approx. Rs. 140 Crores and Mr. Shrikant

Himatsingka was paid remuneration in accordance with remuneration approved by the shareholders. However, during the FY 2022-23 owing to extra ordinary inflation in raw materials especially cotton and high energy costs and logistical bottlenecks together with subdued demand for Company's products on account of overstocking by big box retailers, the Company has recorded losses after tax to the tune of approx. Rs. 64 crores. During FY 2022-23, Mr. Shrikant Himatsingka has been again paid minimum remuneration which is lower than the remuneration approved by the shareholders. Besides, in anticipation of subdued business during FY 2022-23, Mr. Shrikant Himatsingka had also waived off his commission amount of Rs 5.20 crores during FY 2021-22.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders by way of Special Resolution is required for payment of total remuneration including commission to Mr. Shrikant Himatsingka in excess of Rs. 5 crores or 2.5% of the net profits of the Company, whichever is higher. The member's approval is solicited for payment of remuneration as per the resolution notwithstanding that the total remuneration including commission may exceed Rs. 5 crores or 2.5% of the net profits of the Company but shall not exceed 5% of the net profits and further the aggregate annual remuneration to all Promoter Executive Directors shall not exceed 10% of the net profits of the Company in any year during the tenure of the appointment.

Hence, members approval by way of Special Resolution is sought for re-appointment of Mr. Shrikant Himatsingka designated as Executive Vice Chairman & Managing Director of the Company for a period of 5 years with effect from June 1, 2023 on the terms as stated in the resolution and the same is commensurate with his experience and industry benchmark. The terms and conditions for payment of remuneration and other perquisites to Mr. Shrikant Himatsingka are detailed in the above resolution. The NRC and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company. Brief Profile of Mr. Shrikant Himatsingka is presented below in tabular form for perusal by the members.

The Company has received requisite declarations from Mr. Shrikant Himatsingka confirming that his appointment as Executive Vice Chairman & Managing Director of the Company is in compliance with the provisions of the Companies Act, 2013 and SEBI Regulations. The draft of the contract of service to be entered would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@himatsingka.com Mr. Shrikant Himatsingka, self; Mrs. Akanksha Himatsingka, CEO - International Operations (Home Textiles) and wife of Mr. Shrikant Himatsingka; Mr. D.K. Himatsingka, Executive Chairman and father of Mr. Shrikant Himatsingka, Mrs. Rajshree Himatsingka, Promoter Member and mother of Mr. Shrikant Himatsingka; Mrs. Priyadarshini Himatsingka, Promoter Member and Sister of Mr. Shrikant Himatsingka are concerned/interested in the said resolutions. None of the other directors or key managerial personnel of the Company or their relatives are concerned/interested, financially or otherwise, in this resolution.

Item No.5

APPOINTMENT OF MR. SHYAM POWAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors had at its meeting held on May 30, 2023 based on the recommendation of the Nomination and Remuneration Committee ("NRC") approved the appointment of Mr. Shyam Powar as an Additional Director in the capacity of Independent Director of the Company.

Members approval by way of Special Resolution is sought for appointment of Mr. Shyam Powar as an Independent Director of the Company for a period of 5 years with effect from May 30, 2023.

In the opinion of the Board, Mr. Shyam Powar is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company. Brief Profile of Mr. Shyam Powar is presented below in tabular form for perusal by the members.

The Company has received requisite consents and declarations from Mr. Shyam Powar with respect to his appointment as an Additional Director in the capacity of Independent Director. He is eligible for appointment as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Shyam Powar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, Mr. Shyam Powar would not be liable to retire by rotation during his current term commencing from May 30, 2023 to May 29, 2028.

The terms and conditions of appointment of Mr. Shyam Powar as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@himatsingka.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Shyam Powar, to whom the resolution relates, are concerned or interested financially or otherwise, in this resolution.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT THROUGH POSTAL BALLOT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mr. D.K. Himatsingka	Mr. Shrikant Himatsingka	Mr. Shyam Powar
DIN	00139516	00122103	01679598
Age (Years)	74	43	56
Initial date of appointment on the Board	January 23, 1985	June 3, 2003	May 30, 2023
Brief Resume including Qualifications & Experience	Mr. D.K. Himatsingka is the founder and Executive Chairman of the Company and has been director of the Company since January 1985. He has completed Bachelor of Arts from Calcutta University with Honors in Economics. As an industrialist, he pioneered luxury home textile manufacturing in India and has contributed immensely in placing India on the global home textile map.	Mr. Shrikant Himatsingka is the Managing Director & CEO of the Company and has been a Director of the Company since June 2003. He has obtained a degree of Bachelor of Science in Economics from the Leonard Stern School of Business, New York University and has led the Group's growth initiatives over the years.	Mr. Shyam Powar is the Founder of Allegro Advisors, a leading investment bank that provides a complete range of financial advisory services to marquee of Indian corporates, financial institutions, family offices and professionals. He has overall 28+ years' experience in corporate function roles across multinational organizations including as Director (Corporate Finance) Arthur Andersen and Larsen & Toubro. He has completed B.Tech (Chemical Engineering) from Indian Institute of Technology, Banaras Hindu University, Varanasi and has also completed MBA (Finance) from Tulane University- A.B. Freeman School of Business.
Nature of Expertise in specific functional areas	Home Textile Industry	Home Textile Industry	Mergers & Acquisitions, Debt Restructuring & Take outs, Private Equity, IPO, Financial Advisory services
Terms and conditions of appointment/ re-appointment including remuneration sought to be paid	As stated in the resolution	As stated in the resolution	Terms as stated in the resolution and Remuneration as recommended by NRC and approved by the Board
Last drawn Remuneration, if applicable	Rs. 144.03 Lakhs	Rs. 140.98 Lakhs	NA
Shareholding in the Company as on date of Notice including as a beneficial owner	1,19,02,000 Equity Shares (12.09%)	85,46,964 Equity Shares (8.68%)	NIL
Inter-se Relationships between Directors, Managers and KMP	Mr. D. K. Himatsingka is father of Mr. Shrikant Himatsingka, Managing Director and CEO of the Company.	Mr. Shrikant Himatsingka is son of Mr. D. K. Himatsingka, Executive Chairman of the Company.	Mr. Shyam Powar is not related to any of the directors, managers and KMP of the Company.
Number of Board Meetings attended during the Financial Year	1	1	1
Other Companies in which he is a director	Himatsingka Wovens Pvt Ltd Orient Silk Pvt Ltd	Himatsingka Ventures Pvt Ltd Himatsingka Wovens Pvt Ltd Himatsingka Energy Pvt Ltd Bihar Mercantile Union Pvt Ltd Aditya Resources Limited Priya Resources Pvt Ltd	Taal Enterprises Limited Allegro Capital Pvt Ltd Allegro Securities Pvt Ltd Taal Tech India Pvt Ltd
Chairperson/ Membership of the Committee(s) of Board of Directors of the other Company	NIL	NIL	NIL
Listed Entities from which the person has resigned in the past three years	NIL	NIL	ISMT Limited
Skills and Capabilities required for the role and manner in which the Independent Director meets such requirements	NA	NA	Expertise in Corporate Strategy, Governance Risk, Financial advisory, Corporate Restructuring

I. GENERAL INFORMATION

1. **Nature of Industry:** Home Textile Industry
2. **Date or expected date of commencement of Commercial production:** December 1, 1987
3. **In case of new companies, expected date of commencement of activities as per project approved financial institutions appearing in the prospectus:** Not applicable
4. **Financial performance based on given indicators:** (Rs. in lakhs)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Total Income	2,75,276	3,20,357
Total Expenses	2,82,798	2,99,325
Profit/(Loss) before Tax	(7,522)	21,032
Net Profit/(Loss)	(6,407)	14,082

5. **Foreign investments or collaborators, if any:** Not applicable

INFORMATION ABOUT THE APPOINTEES:**II A. Mr. D.K. Himatsingka**

1. **Background details:** Mr. D.K. Himatsingka is the founder and Executive Chairman of the Company and has been director of the Company since January 1985. He has completed Bachelor of Arts from Calcutta University with Honors in Economics. As an industrialist, he pioneered luxury home textile manufacturing in India and has contributed immensely in placing India on the global home textile map.
2. **Past Remuneration including commission:** Rs. 144.03 Lakhs drawn in FY 2022-23
3. **Recognition or awards:** NA
4. **Job profile and his suitability:** Mr. D.K. Himatsingka, has been re-appointed as Executive Chairman of the Company. Considering his qualifications, performance and expertise in the relevant fields, the Board of Directors and Nomination & Remuneration Committee in their meetings held on May 30, 2023 have approved his re-appointment for a period of five years w.e.f. June 1, 2023.
5. **Remuneration proposed:** As stated in the resolution
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** The Board of Directors and Nomination & Remuneration Committee in their meetings held on May 30, 2023 while discussing on remuneration of Mr. D.K. Himatsingka have compared it with respect to industry, size of the company and his profile and found it to be commensurate with remuneration of similar appointees in other companies.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed, Mr. D.K. Himatsingka does not have any pecuniary relationship with the Company. Mr. D. K. Himatsingka is father of Mr. Shrikant Himatsingka, Managing Director and CEO of the Company.

II B. Mr. Shrikant Himatsingka

1. **Background details:** Mr. Shrikant Himatsingka is the Managing Director & CEO of the Company and has been a Director of the Company since June 2003. He has obtained a degree of Bachelor of Science in Economics from the Leonard Stern School of Business, New York University and has led the Group's growth initiatives over the years.
2. **Past Remuneration including commission:** Rs. 140.98 Lakhs drawn in FY 2022-23
3. **Recognition or awards:** NA
4. **Job profile and his suitability:** Mr. Shrikant Himatsingka, has been re-appointed as Executive Vice Chairman and Managing Director of the Company. Considering his qualifications, performance and expertise in the relevant fields, the Board of Directors and Nomination & Remuneration Committee in their meetings held on May 30, 2023 have approved his re-appointment for a period of five years w.e.f. June 1, 2023.
5. **Remuneration proposed:** As stated in the resolution

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** The Board of Directors and Nomination & Remuneration Committee in their meetings held on May 30, 2023 while discussing on remuneration of Mr. Shrikant Himatsingka have compared it with respect to industry, size of the company and his profile and found it to be commensurate with remuneration of similar appointees in other companies.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed, Mr. Shrikant Himatsingka does not have any pecuniary relationship with the Company. Mr. Shrikant Himatsingka is son of Mr. D. K. Himatsingka, Executive Chairman of the Company.

III. OTHER INFORMATION

1. **Reason of loss or inadequate profits:** Losses during FY 2022-23 were mainly owing to extra ordinary inflation in raw materials especially cotton and high energy costs and logistical bottlenecks together with subdued demand for textile products on account of overstocking by big box retailers.
2. **Steps taken or proposed to be taken for improvements:** The Company is witnessing sequential improvement in its operating margins on account of reduction in input costs. Further, company has availed financial facility to the tune of Rs 560 crores from International Finance Corporation by way of subscription to Non- Convertible Debentures and Foreign Currency Convertible Bonds which has improved liquidity position on account of moratorium provided by lender.
3. **Expected increase in productivity and profits in measurable terms:** It is expected that operating performance will continue to witness progressive improvement on the back of improved capacity utilization levels, softening raw material prices and the marginal easing of energy costs.

IV. DISCLOSURES

The disclosures pertaining to all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be mentioned by the Company in its Corporate Governance Report forming part of Annual Report of the Company.

PROCEDURE FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 09, 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 to access e-Voting facility.

A. Login method for Individual shareholders holding securities in Demat mode is given below:

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com/ 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank 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.
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Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>A. Existing user who has opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/ 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/ 2. Proceed with completing the required fields. <p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Visit at https://www.cdslindia.com/ 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>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 Bank 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

B. Login method for remote e-voting for shareholders other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. 7321.

- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at prakash@pjkamath.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.