

22<sup>nd</sup> May, 2024

BSE Limited  
Dept. of Corporate Services,  
P. J. Towers, Dalal Street,  
Mumbai 400 001

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051

Scrip Code: 524667

Symbol: SOTL

Dear Sir/Madam,

**Sub: Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 11<sup>th</sup> May, 2024 together with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of Members of the Company by remote e-voting process on the special resolution for appointment of Ms. Kavita Nair (DIN: 07771200) as Non-Executive Independent Director of the Company for a period of five years commencing from 1<sup>st</sup> April, 2024.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the Notice is being only emailed to those Members whose name appears in the Register of Members/Beneficial Owners as received from the Depositories and whose email Ids are registered with the Company's Registrar & Transfer Agent/Depositories/Depository Participant(s) as on Friday, 17<sup>th</sup> May, 2024.

The remote e-voting period will commence from Thursday, 23<sup>rd</sup> May, 2024 at 9.00 a.m. (IST) and will end on Friday, 21<sup>st</sup> June, 2024 at 5.00 p.m. (IST).

The notice is also available on Company website [www.savita.com](http://www.savita.com).

We request you to take the same on your record.

Thanking You,

Yours faithfully,  
For **Savita Oil Technologies Limited**

Uday C. Rege  
Company Secretary & Chief Legal Officer  
(Compliance Officer)

**SAVITA OIL TECHNOLOGIES LIMITED**

CIN: L24100MH1961PLC012066

Regd. Office: 66/67, Nariman Bhavan, Nariman Point, Mumbai - 400021

Phone No: 022- 22883061-64; Email: legal@savita.com; Website: <https://www.savita.com>

**POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 09/2023 dated 25<sup>th</sup> September, 2023 and other related circulars issued by the Ministry of Corporate Affairs in this regard from time to time (“MCA Circulars”) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the Special Resolution as set out below is proposed for the approval of the Members of the Company through Postal Ballot by way of remote e-voting process.

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Ms. Kavita Nair (DIN: 07771200) as an Independent Director of the Company	Special

In accordance with MCA Circulars, Members can vote only through remote e-voting process. Accordingly, the Company has engaged the services of the National Securities Depository Limited (“NSDL”), to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.savita.com](http://www.savita.com) (investors/notices section) and in the relevant section of the website of BSE Limited (“BSE”) [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”) [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	<b>9.00 a.m. on Thursday, 23<sup>rd</sup> May, 2024</b>
Conclusion of remote e-voting period	<b>5.00 p.m. on Friday, 21<sup>st</sup> June, 2024</b>

The remote e-voting facility will be disabled by NSDL immediately after 5.00 p.m. on Friday, 21<sup>st</sup> June, 2024 and voting will be disallowed thereafter.

The Board of Directors of the Company has appointed M/s. MP & Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company and result of the voting by Postal Ballot will be announced on or before Sunday, 23<sup>rd</sup> June, 2024.

The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website [www.savita.com](http://www.savita.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The result will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

**SPECIAL BUSINESS:**

**Appointment of Ms. Kavita Nair (DIN: 07771200) as an Independent Director of the Company**

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

“RESOLVED THAT **Ms. Kavita Nair (DIN: 07771200)** who was appointed as an Additional Non-Executive, Independent Director of the Company with effect from 1<sup>st</sup> April, 2024 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013 (the “Act”) read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of 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 the Company has received a notice in writing from her under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (“the Act”) and Regulation 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and to the extent notified (including any statutory modifications or re- enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors by resolution passed on 1<sup>st</sup> April, 2024, the appointment of **Ms. Kavita Nair (DIN: 07771200)**, who is not disqualified under Section 164(2) of the Companies Act, who has signified her consent to act as an Independent Director of the Company, and submitted a declaration that she meets the criteria for appointment of an Independent Director under the Companies Act and Listing Regulations and is eligible for appointment, as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not be liable to retire by rotation be and is hereby approved.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors of the Company or Mr. Uday Rege, Company Secretary & Chief Legal Officer, be and is hereby singly authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may

be required; and any documents so executed and delivered or acts and things done or caused to be one shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any governmental or regulatory authority by any one of the Directors, the Chief Financial Officer or the Company Secretary & Chief Legal Officer as may be required from time to time.”

By order of the Board of Directors

Date : 11<sup>th</sup> May, 2024  
Place : Mumbai

**Uday C. Rege**  
Company Secretary & Chief Legal Officer

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the resolution mentioned in this Notice is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by email to those Members whose names appear on the Register of Members/Beneficial Owners as on Friday, 17<sup>th</sup> May, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company’s Registrar & Transfer Agent/Depositories/Depository Participant(s). Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that this Notice will also be available on the Company’s website at [www.savita.com](http://www.savita.com), website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through remote e-voting process. Members whose names appear on the Register of Members/Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who is not a Shareholder as on the Cut-Off Date should treat this Notice for information purpose only.
6. Voting rights of the Members shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, 21<sup>st</sup> June, 2024.

The e-voting period begins on Thursday, 23<sup>rd</sup> May, 2024 (9:00 a.m. IST) and ends on Friday, 21<sup>st</sup> June, 2024 (5:00 p.m. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

The details of the process and manner for remote e-voting are explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual Shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

### **General Guidelines for Shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [legal@savita.com](mailto:legal@savita.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [legal@savita.com](mailto:legal@savita.com). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors of the Company at its meeting held on 1<sup>st</sup> April, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Kavita Nair (DIN: 07771200) as an Additional Non-Executive Director in the capacity of an Independent Director of the Company, with effect from 1<sup>st</sup> April, 2024 to hold office for a period of 5 (five) consecutive years upto 31<sup>st</sup> March, 2029, not liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a declaration from Ms. Kavita Nair confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received her consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from Ms. Kavita Nair signifying her own proposal of her candidature for the office of Director of the Company.

Based on her skills, relevant experience and expertise in specific functional areas which will be beneficial to the Company, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Kavita Nair as a Non-Executive Independent Director of the Company.

In the opinion of the Board, Ms. Kavita Nair fulfills the conditions specified in the Companies Act, 2013 read with the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her proposed appointment of Independent Director of the Company.

Ms. Kavita Nair is a Member of Nomination & Remuneration Committee and Chairperson of Stakeholders Relationship Committee of the Company. She does not hold any shares of the Company as on date.

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of Members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, it is proposed to seek approval of Members of the Company by way of a Special Resolution through Postal Ballot for appointment of Ms. Kavita Nair as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution as set out in the Notice.

The Board of Directors recommends the Resolution as set out in the Notice for approval of the Members as a Special Resolution.

By order of the Board of Directors

Date : 11<sup>th</sup> May, 2024  
Place : Mumbai

**Uday C. Rege**  
Company Secretary & Chief Legal Officer

### Details of Director seeking Appointment

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

Details of Ms. Kavita Nair:

Age	51 years
Qualification(s)	M.B.A., Faculty of Management Studies, Maharaja Sayajirao University, Baroda
Experience	Over 25 years
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Explanatory Statement.
Details of remuneration sought to be paid	Sitting fees and Commission approved by the Board from time to time
Remuneration last drawn	Not applicable
Nature of Expertise in specific Functional Area	Business Management
Date of first appointment on to the Board	1 <sup>st</sup> April, 2024
Number of equity shares held as on 31 <sup>st</sup> March, 2024	
a) Own	Nil
b) For other persons on a beneficial basis	Nil
Relationship with Directors and Key Managerial Personnel	None
Number of Board Meetings attended during the FY 2023-2024	Not applicable
List of Directorship held in other companies as on 31 <sup>st</sup> March, 2024	Monster.com (India) Private Limited
List of Directorship held in other listed companies as on 31 <sup>st</sup> March, 2024	Blue Dart Express Limited
Chairperson/Membership of the Committees of other companies as on 31 <sup>st</sup> March, 2024	1 Chairperson 3 Memberships
a. Audit Committee	Member - Monster.com Private Limited
b. Stakeholders' Relationship Committee	Nil
c. Nomination & Remuneration Committee	Chairperson - Monster.com Private Limited
d. CSR Committee	Member - Blue Dart Express Limited
e. Risk Management Committee	Member - Blue Dart Express Limited

### **Brief profile of Director seeking Appointment**

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

#### **Kavita Nair**

Ms. Kavita Nair is an alumnus of the Faculty of Management Studies, Maharaja Sayajirao University, Baroda from where she did her MBA in Marketing.

She has also completed Senior Leadership Programs from London Business School and IIM Ahmedabad as part of the Global Talent Pool of Vodafone.

She has more than 25 years of experience in the corporate field and has worked in diverse functions such as Consumer and Enterprise Marketing domains, Retail, Digital, Data and Customer Experience & Operations.