

# Invigorated Business Consulting Limited

(Formerly Escorts Finance Limited)

Office: 15/5, Mathura Road, Faridabad - 121003 (HR)

Phone: 0129-2250222, 2564222; E-mail: escortsfinance@escortsfinance.com

Website : www.escortsfinance.com

CIN : L70200CH1987PLC033652

December 13, 2023

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400051

**BSE - 511716**

Dear Sir/ Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and pursuant to the Regulations 30 and 44 of the SEBI Listing Regulations and other applicable laws, rules and regulations, if any, we enclose a copy of Postal Ballot Notice dated December 8, 2023 seeking the approval of the members of the Company only by way of electronic means (“e-voting”) in respect of the following resolution:

Sr. No.	Particulars	Resolution Type
1.	Appointment of Mr. Kamal Sachdeva (DIN: 10364431) as a Director of the Company	Ordinary Resolution

In compliance with the MCA Circulars issued, from time to time, the Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email IDs are registered with the RTA/ Depository Participants as on **December 8, 2023 (“cut-off date”)**. The Company has offered e-voting facility for transacting all businesses through CDSL through their portal [www.evotingindia.com](http://www.evotingindia.com) to enable the members to cast their votes electronically.

The Postal Ballot Notice is also available on our website at [www.escortsfinance.com/announcements.html](http://www.escortsfinance.com/announcements.html)

The E-voting period will commence from **Thursday, December 14, 2023** (09:00 A.M. IST) and will end on **Friday, January 12, 2024** (05:00 P.M. IST).

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The Calendar of Event for the proposed Postal Ballot process is enclosed for reference.

The above is for your kind information and records.

Thanking You,

Yours faithfully,

For **Invigorated Business Consulting Limited**

**Vicky Chauhan**

**Company Secretary**

Encl.: As above

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## Calendar of Events of Postal Ballot Process

Sr. No.	Particulars	Date
1.	Cut-off Date for sending Postal Ballot Notice	December 8, 2023
2.	Date of commencement of e-voting	December 14, 2023 (From 09:00 A.M. IST)
3.	Last date of e-voting	January 12, 2024 (Up to 05:00 P.M. IST)
4.	Date on which the resolution deemed to be passed	January 12, 2024
5.	Date of submission of report by Scrutinizer	On or before January 16, 2024
6.	Date of declaration of results by Chairman or person authorized by Chairman	On or before January 16, 2024

# Invigorated Business Consulting Limited

(Formerly Escorts Finance Limited)

**Regd. Office:** Plot No. 19, Industrial Area, Phase 2, Chandigarh - 160002, India

**Office:** 15/5, Mathura Road, Faridabad – 121003, Haryana, India

**Phone:** 0129-2250222, 2564222; **E-mail:** [escortsfinance@escortsfinance.com](mailto:escortsfinance@escortsfinance.com)

**Website :** [www.escortsfinance.com](http://www.escortsfinance.com)

**CIN :** L70200CH1987PLC033652

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## Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

**Notice** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, (“**Rules**”) (hereinafter cumulatively referred to as “**Act**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA**”) (together referred as “**MCA Circulars**”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolution as set out hereunder are proposed to be passed by the members of Invigorated Business Consulting Limited (“**Company**”), as an Ordinary Resolution, by means of Postal Ballot through voting by electronic means (“**E-voting**”).

In accordance with MCA Circulars read with Act and Regulation 44 of the SEBI Listing Regulations, the Company is sending this Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company and the communication of assent/ dissent of the members will only take place through the ‘E-voting’ system. The Company is providing the facility for voting by electronic means and the business as mentioned in this Postal Ballot Notice be transacted through such electronic means. The Company has appointed Central Depository Services (India) Limited (“**CDSL**”) for facilitating ‘E-voting’ system to enable the Members to cast their votes electronically.

**The hard copies of Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot in compliance with the requirements of the MCA Circulars.** The instructions for E-voting are mentioned in the Notes below under the section “Voting through Electronic Means” under this Postal Ballot Notice.

Members are requested to peruse the resolution set out below along with their respective Explanatory Statement and thereafter record your assent or dissent through the ‘E-voting’ process.

The Board of Directors (“**Board**”) at its meeting held on October 26, 2023 has appointed Mr. Jayant Gupta, Practicing Company Secretary (FCS Membership No. 7288 and Certificate of Practice No. 9738), as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot, including E-voting process, in a fair and transparent manner.

Members holding equity shares of the Company as on **December 8, 2023 (“Cut-off Date”)** can cast their vote by E-voting process only.

Members may note that E-voting shall commence on **Thursday, December 14, 2023, at 09:00 A.M. (IST)** and ends on **Friday, January 12, 2024, at 05:00 P.M.**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

After completion of scrutiny of the E-voting, the Scrutinizer will submit his report to the Chairman of the Company (“**Chairman**”) or to any other person authorized by the Chairman within the stipulated time for the declaration of results. The results of the Postal Ballot shall be declared within 2 (two) working days from the end of voting i.e. on or before January 16, 2024 at the registered office of the Company and communicated to the stock exchange and shall also be displayed on the Company’s website, viz., [www.escortsfinance.com](http://www.escortsfinance.com) and the website of E-voting agency, viz., [www.evotingindia.com](http://www.evotingindia.com).

The Proposed Resolution along with Explanatory Statement, required to be annexed to notice under Section 102 of the Act, setting out the material facts and reasons for the resolution, is also appended herewith.

In accordance with SS-2, the Resolution shall be deemed to have been passed, if approved by the requisite majority, on the last date specified by the Company for the E-voting i.e. January 12, 2024.

### **Resolution by means of Postal Ballot**

#### **Item No. 1:**

#### **Appointment of Mr. Kamal Sachdeva (DIN: 10364431) as a Director of the Company**

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

“**Resolved That** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Kamal Sachdeva (DIN: 10364431), who was appointed as an Additional Director on October 26, 2023 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier, who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**Resolved Further That** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable and to delegate all or any of its powers conferred herein to any Committee, director(s) and/ or officer(s) of the Company to give effect to this resolution.”

**By Order of the Board of Directors  
for Invigorated Business Consulting Limited**

**Sd/-  
Vicky Chauhan  
Company Secretary**

**Place: Faridabad**

**Date: December 8, 2023**

## Notes:

1. The Notice is being sent by e-mail to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, December 8, 2023, i.e. the Cut-off Date**. The Notice is being sent to members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the RTA (in case of physical shareholding). Members whose e-mail addresses are not registered shall register their e-mail as per the instructions given in the Notes below.
2. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by e-voting.
3. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.
4. The voting rights of members shall be in proportion to number of shares held as on the cut-off date i.e. December 8, 2023, i.e. One Share has One Vote.
5. Copy of this Notice will also be available on the Company’s website at [www.escortsfinance.com](http://www.escortsfinance.com) and the website of E-voting agency, viz., at [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the website of the BSE Limited on which the shares of the Company are listed.
6. The Ordinary Resolution mentioned above shall be declared as passed if the number of votes cast in its favor is more than the number of votes cast against the said Resolution.
7. The Scrutinizer’s decision on the validity of E-voting will be final and binding.
8. In terms of SEBI Circular dated December 9, 2020, on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts/ websites of Depositories/ 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.
9. **Voting through Electronic Means:**

Important Details of E-voting:

- a. Date and time of commencement of voting through electronic means: **Thursday, December 14, 2023 at 09:00 a.m. (IST)**.
- b. Date and time of end of voting through electronic means beyond which voting will not be allowed: **Friday, January 12, 2024 after 05:00 p.m. (IST)**.
- c. Details of Website: [www.evotingindia.com](http://www.evotingindia.com)
- d. Details of person to be contacted for issues relating to E-voting: Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. Toll Free No.: 1800 22 55 33; E-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- e. Details of Scrutinizer: Mr. Jayant Gupta, Company Secretary in Practice (FCS Membership No. 7288; C.P. No. 9738).
- f. EVSN No. is 231211016.

## The procedure and instructions for E-voting are as follows:

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

- a. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Pursuant to aforesaid SEBI Circular, Login method for E-voting for Individual Shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 to 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.</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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.</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 e-voting 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 with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 the abovementioned website.

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

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

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

- a. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than Individual Shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

- b. After entering these details appropriately, click on "SUBMIT" tab.
- c. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e. Click on the EVSN **231211016** for Invigorated Business Consulting Limited on which you choose to vote.
- f. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- g. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- h. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- i. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- k. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- l. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- m. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [pcs.jga@gmail.com](mailto:pcs.jga@gmail.com) and [escortsfinance@escortsfinance.com](mailto:escortsfinance@escortsfinance.com) , if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.

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

A For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id.

B For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

If you have any queries or issues regarding E-voting from the CDSL E-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

10. The Scrutinizer shall make, not later than two working days from the end of voting, a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.escortsfinance.com](http://www.escortsfinance.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman. The Company shall also simultaneously forward the results to BSE Limited where its shares are listed.
12. As required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Faridabad (in vernacular language, i.e. Hindi).
13. Documents, if any, referred to in the Notice will be kept open for inspection at the Registered Office of the Company between 10:00 A.M. and 01:00 P.M. on all working days between Monday to Friday of every week, up to the last date specified by the Company for E-voting.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder**

The following explanatory statement sets out the material facts relating to the special business mentioned at the Item No. 1 of the accompanying Notice dated December 8, 2023.

**Item No. 1**

**Appointment of Mr. Kamal Sachdeva (DIN: 10364431) as a Director of the Company**

The Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company in their meetings held on October 26, 2023, had appointed, Mr. Kamal Sachdeva as an Additional Director of the Company, subject to the approval of shareholders.

The NRC and Board, had also in their meetings held on October 26, 2023, had recommended the appointment of Mr. Kamal Sachdeva as a Director of the Company.

Mr. Kamal Sachdeva is a member of the Institute of Cost Accountants of India and qualified in the year in 1994, has over 30 years of rich experience in costing, banking, and treasury. He joined the Escorts Kubota Group in 2007 and has since then looked after all financial activities.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Sachdeva has been appointed as an Additional Director who holds office up to the date of the ensuing Annual General Meeting or three months from the date of the appointment, whichever is earlier. Further, in terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier, accordingly, approval of the members of the Company is being sought through this postal ballot, under Item No. 1 by an ordinary resolution to appoint Mr. Kamal Sachdeva as a Director of the Company, liable to retire by rotation.

In this regard, the Company has received a notice under Section 160 of the Act from a member, nominating Mr. Sachdeva to the office of Director of the Company. Mr. Sachdeva is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director of the Company along with all statutory disclosures and declarations.

Relevant details in accordance with Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India are set out in “Annexure A” of this Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are interested or concerned, financial or otherwise, in the resolution as set in Item No. 1 except Mr. Kamal Sachdeva in the capacity of Director.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 1 of this Notice, for approval of the Members.

**Details and other particulars of Director seeking Appointment**

**[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]**

Name of the Director and Designation	Kamal Sachdeva Non-Executive Non-Independent Director
Director Identification Number	10364431
Date of Birth (Age)	November 9, 1970 (53 years)
Date of first Appointment on the Board	October 26, 2023
Qualifications	Member of the Institute of Cost Accountants of India and qualified in the year in 1994
Brief Resume, Experience, and Expertise in specific functional areas	Mr. Kamal Sachdeva has over 30 years of rich experience in costing, banking, and treasury. He joined the Escorts Kubota Group in 2007 and has since then looked after all financial activities. He is also the Chief Financial Officer of Escorts Kubota India Private Limited.
Directorships held in other companies (Except Section 8 and Foreign Companies)	Nil
Committee Memberships/ Chairmanships of other Companies (Only Audit and Stakeholders' Relationship Committee of Indian Public Limited Companies have been considered)	Nil
Listed entities from which the person has resigned from the directorship in the past three years	None
Number of shares held in the Company	Nil
Number of meetings of the Board attended during the year	One out of one
Relationship between directors inter-se and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Kamal Sachdeva and other Directors or Key Managerial personnel of the Company.
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board is of the opinion that Mr. Sachdeva is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the matters of costing, banking, treasury, and finance, the appointment of Mr. Sachdeva is in the interest of the Company. The Board recommends his appointment as a Non-Executive Non-Independent Director to the Members.
Terms and Conditions of appointment/ re-appointment	Mr. Kamal Sachdeva has been appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, he is also responsible to undertake the roles and responsibilities assigned by the Board from time to time.
Details of remuneration sought to be paid	Nil
Remuneration last drawn, if any	Nil

## FOR THE ATTENTION OF THE MEMBERS OF THE COMPANY

1. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
2. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.
3. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website and on the website of the Company’s RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
4. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
5. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
6. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR – 3: For opting out of nomination by shareholder(s)
  - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)
7. Further, Members be informed that SEBI has issued a circular on July 31, 2023, (ref. no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131) as amended by corrigendum - ref. no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 on August 4, 2023, and introduced a common Online Dispute Resolution (“**ODR**”) mechanism to facilitate the online resolution of all kinds of disputes arising in the Indian Securities Market.

The mechanism to raise a compliant/ dispute under the investor grievance redressal mechanism (including through the ODR web portal) is, as below:

**a. Level 1 – Raising of Complaint/ dispute with the listed entity/ its Registrar and Transfer Agent:**

Initially, all complaints/ disputes against the issuer company (i.e. listed entity issuing securities) are required to be directly lodged with the issuer company/ its Registrar and Transfer Agent (“**RTA**”).

Shareholders of Company may lodge the complaint/ dispute by sending all the relevant documents through e-mail on: [escortsfinance@escortsfinance.com](mailto:escortsfinance@escortsfinance.com) or [rta@alankit.com](mailto:rta@alankit.com) or by sending physical documents to the Company or its RTA as follows:

### **A. To the Company**

The Company Secretary

Invigorated Business Consulting Limited

15/5, Mathura Road, Faridabad - 121003, Haryana, India

### **B. To the Company's RTA**

Alankit Assignments Limited (Unit: Invigorated Business Consulting Limited)

RTA Division, 2E/21, Jhandewalan Extension, New Delhi - 110055

### **B. LEVEL 2 – SEBI SCORES PORTAL:**

Disputes remaining unresolved at Level 1 may be raised through SEBI Complaints Redress System (“**SCORES**”) which can be accessed at <https://scores.gov.in/scores/Welcome.html> FAQs on the process to be followed for registration/ lodging complaints/ disputes, is available at the weblink [https://www.sebi.gov.in/sebi\\_data/faqfiles/nov-2021/1637573600882.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/nov-2021/1637573600882.pdf)

### **c. Level 3 – ODR Platform**

After exhausting options at Level 1 and Level 2, if the investor is still not satisfied, he/ she can initiate online dispute resolution through the ODR portal, within the timeframe available under law. The link for accessing the ODR Portal is <https://smartodr.in/login> For more details please refer to the SEBI Circular.

Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company/ RTA was not satisfactorily resolved or at any stage of the subsequent escalations above (prior to or at the end of such escalations).

It may be noted that the dispute resolution through the ODR portal can be initiated only if such complaint/ dispute is not pending before any arbitral process, court, tribunal, or consumer forum or if the same is non-arbitrable under Indian law.

There is no fee for registration of complaints/ disputes on the ODR Portal. However, the process of conciliation/ arbitration through ODR portal may attract fee and the same shall be borne by the concerned investor/ listed entity/ its RTA (as the case may be).