

K G DENIM LIMITED

CIN : L17115TZ1992PLC003798

THEN THIRUMALAI
METTUPALAYAM - 641 302.
COIMBATORE DISTRICT
TAMILNADU, INDIA.

kg
Denim

Phone : 0091-4254-235240
Fax : 0091-4254-235400
email : cskgdl@kgdenim.in

GST : 33AAACK7940C1ZW



2nd March 2022

To,

BSE Limited

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Ref: Scrip code 500239

Dear Sirs

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Postal Ballot Notice – Reg.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Postal Ballot Notice together with Explanatory Statement dated 14th February 2022 for seeking approval of the Members to the special business as contained in the said Notice.

The said Postal Ballot Notice together with the Statement being sent to the shareholders of the Company whose names appear on the Register of Members as on Friday, 25th February, 2022 (i.e Cut-off Date).

The Postal ballot Notice is also available on the website of the Company at www.kgdenim.com.

We request you to take this information on record.

Thanking you,

Yours truly,
For K G DENIM LIMITED

P. Krishnaveni

P.KRISHNAVENI
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the members of K G Denim Limited ("the Company") through Postal Ballot by voting through electronic means ("Remote e-voting") only for the following Special Resolution(s) set out hereinafter.

1. To grant approval for the appointment of Shri. Jaganmohan Ramachandran (DIN: 09125603) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years.
2. To grant approval for the appointment of Smt. Lakshmi Pattabi Raman (DIN: 09488828) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 14th February, 2022, has approved the above matters, subject to, inter alia, the requisite approval of the shareholders of the Company and such other authorities as may be required.

The statement setting out the material facts concerning the resolutions set out in Item No(s). 1 to 2 of the Postal Ballot Notice dated 14th February, 2022 pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI is annexed and form part of this notice. The Postal Ballot Notice dated 14th February, 2022 is also placed on the website of the Company www.kgdenim.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and shareholders are requested to communicate their assent or dissent through remote e-voting process only.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 14th February, 2022, has appointed Mr. M. D. Selvaraj, (FCS: 960 and CP No.: 411), M/s. MDS & Associates, Practicing Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide e-voting facility to the Members of the Company through their Instavote platform at <https://instavote.linkintime.co.in>. Please refer to the instructions for e-voting given hereinafter the proposed resolutions, to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (IST) on Thursday, March 3, 2022 and ends at 5.00 PM (IST) on Friday, April 1, 2022. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than 05.00 PM (IST) on Friday, April 1, 2022.

The Scrutinizer shall submit his report to the Executive Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same shall be displayed on the website of the Company & Link Intime India Private Limited (LI IPL) and be communicated to BSE Limited (BSE), the stock exchange where the equity shares of the Company are listed.

In the event, the resolutions as set out under Item No(s). 1 to 2 below are assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on **Friday, April 1, 2022**, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot/remote e-voting:

Item No.1:

To grant approval for the appointment of Shri. Jaganmohan Ramachandran (DIN: 09125603) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years.

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Shri. Jaganmohan Ramachandran (DIN: 09125603), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years effective from 14th February, 2022, and whose term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No.2:

To grant approval for the appointment of Smt. Lakshmi Pattabi Raman (DIN: 09488828) as an Independent Director of the company with effect from 14th February, 2022 for a term of five consecutive years.

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Smt. Lakshmi Pattabi Raman (DIN: 09488828), who has given her consent for appointment as an Independent Director of the Company and has also submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made

thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years effective from 14th February, 2022, and whose term shall not be subject to retirement by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to the special business mentioned under Item No(s). 1 to 2 in the accompanying Postal Ballot Notice dated 14th February, 2022 and shall be taken as forming part of the Notice.

Item No.1:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri. Jaganmohan Ramachandran (DIN: 09125603) as an Additional Director/ Independent Director of the Company for a term of 5 consecutive years with effect from 14th February, 2022 till February 13, 2027.

Shri. Jaganmohan Ramachandran is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received a notice from a member signifying his intention to propose the candidature of Shri. Jaganmohan Ramachandran for the office of Director of the Company under Section 160 of the Act. The Board of Directors considers it in the interest of the company to appoint Shri. Jaganmohan Ramachandran as an Independent Director of the Company for a period of five consecutive years with effect from 14th February, 2022.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Shri. Jaganmohan Ramachandran as an Independent Director for a term of five (5) consecutive years, for approval by the shareholders of the Company.

Shri. Jaganmohan Ramachandran being the appointee Independent Director, have expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

In the opinion of the Board, Shri. Jaganmohan Ramachandran fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Shri. Jaganmohan Ramachandran shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members electronically on the Company's website (www.kgdenim.com) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till Friday, April 1, 2022, being the last date specified by the Company for e-voting.

Except Shri. Jaganmohan Ramachandran, the appointee Independent Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no.1 of this notice.

Item No.2:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Smt. Lakshmi Pattabi Raman (DIN: 09488828) as an Additional Director/ Independent Director of the Company for a term of 5 consecutive years with effect from 14th February, 2022 till February 13, 2027.

Smt. Lakshmi Pattabi Raman is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received a notice from a member signifying his intention to propose the candidature of Smt. Lakshmi Pattabi Raman for the office of Director of the Company under Section 160 of the Act. The Board of Directors considers it in the interest of the company to appoint Smt. Lakshmi Pattabi Raman as an Independent Director of the Company for a period of five consecutive years with effect from 14th February, 2022.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Smt. Lakshmi Pattabi Raman as an Independent Director for a term of five (5) consecutive years, for approval by the shareholders of the Company.

Smt. Lakshmi Pattabi Raman being the appointee Independent Director, have expressed her consent for appointment and has submitted necessary declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

In the opinion of the Board, Smt. Lakshmi Pattabi Raman fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Smt. Lakshmi Pattabi Raman shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members electronically on the Company's website (www.kgdenim.com) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till Friday, April 1, 2022, being the last date specified by the Company for e-voting.

Accordingly, the Board recommends Special Resolution in relation to eligibility and appointment of Smt. Lakshmi Pattabi Raman as an Independent Director for a term of five (5) consecutive years, for approval by the shareholders of the Company.

Except Smt. Lakshmi Pattabi Raman, the appointee Independent Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no.2 of this notice.

**By order of the Board
For K G DENIM LIMITED
Sd/-
KG Baalakrishnan
Executive Chairman
DIN: 00002174**

**Place: Coimbatore
Date: 14th February 2022**

Notes:

1. The Board of Directors of the Company has appointed Mr. M. D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries in practice, Coimbatore as Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. The voting

period commences from **9.00 AM (IST) on Thursday, March 3, 2022 and ends at 5.00 PM (IST) on Friday, April 1, 2022** (both days inclusive).

4. General information, the brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are provided as Annexure and form part of this Notice.
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, 25th February 2022** ("cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Ltd ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated 23.06.2021 and No.20/2021 dated 08.12.2021("MCA Circulars").
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **Friday, 25th February 2022** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Please note that the e-voting module shall be disabled for voting by Link Intime India Private Limited after 5.00 PM on Friday, April 1, 2022. During the voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 25th February 2022 ('cut-off date'), may cast their vote electronically. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for the purpose of remote e-voting for this postal ballot, the shareholders, whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd. Post successful registration of the e-mail address, the shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholders may write to the Company at cskgdl@kgdenim.in or to the Registrar and Transfer Agent at komalara@cameoindia.com.

II. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd, having its office at "Subramanian Building" No.1, Club House Road, Chennai - 600002, Tamil Nadu, India (Tel: +91 44 28460390), by following the due procedure.

III. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

Any query/grievance may please be addressed to Mrs. P.Krishnaveni, Company Secretary and Compliance Officer with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cskgdl@kgdenim.in or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in.

9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
10. Members are requested to carefully read the instructions while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 PM on Friday, April 1, 2022.
11. The result of the Postal Ballot shall be announced within 48 hours from the close of the e-voting platform at the registered office of the Company and shall also be displayed on the Company's website www.kgdenim.com on the website of RTA and will also be communicated to BSE Limited (BSE), the stock exchange where the equity shares of the Company are listed.
12. The Postal Ballot Notice has been placed on Company's website www.kgdenim.com and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
13. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
14. A member cannot exercise his vote by proxy on Postal Ballot.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to M/s. Cameo Corporate Services Ltd, Registrar and Share Transfer Agent of the Company.

16. SEBI Circular dated November 13, 2021 has mandated holders of physical securities furnishing of PAN, address with PINCODE, Email address, mobile number, bank account details, nomination and specimen signature and has prescribed the forms to furnish the said details. The copies of SEBI Circulars and the prescribed Forms are available on the website of the Company at www.kgdenim.com. The shareholders holding shares in physical form are requested to note that the Folios wherein cited details / documents are not available on or after April 01, 2023, shall be frozen as per SEBI Circular and therefore, requested to furnish the cited details / documents to the Company or its Registrar and Share Transfer Agent

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with the Link Intime India Private Limited ("LIIPL") for facilitating the e-voting.

The instructions for members for voting electronically are as under: -

The voting period begins on from **9.00 AM (IST) on Thursday, March 3, 2022 and ends at 5.00 PM (IST) on Friday, April 1, 2022 (both days inclusive)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 25th February, 2022 may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDEAS users can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under the 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to the "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IdeAS e-Services, an option to register is available at <https://eservices.nsdl.com> Select "Register Online for IdeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL:

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E-Voting Menu. The Menu will have links to e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, an option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access the e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to the "InstaVote" website for casting your vote during the remote e-Voting period.

3. 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 the e-Voting option. Click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to the "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the Internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under the 'SHAREHOLDER' tab and register with the following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice (The password should contain minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under the 'SHAREHOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select the 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or

mode with CDSL

22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on SUBMIT".

In case shareholder is having a valid email address, password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

17. The Scrutinizer will submit his report after completion of scrutiny, within 48 hours from the closure of the e-voting platform. The Executive Chairman or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the website of the Company.

DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI

Name	Shri. Jaganmohan Ramachandran	Smt. Lakshmi Pattabi Raman
Director Identification Number	09125603	09488828
Age	65 Years	44 Years
Nationality	United Kingdom	Indian
Date of first appointment	14 th February 2022	14 th February 2022

on the Board		
Experience & Areas of expertise	<p>Shri Jaganmohan holds a bachelor's degree in Commerce and Law from the University of Madras, C.A.I.I.B from Indian Institute of Bankers (Mumbai), FCSI from Chartered Institute of Securities and Investment (UK), and Diploma in Leadership for Health and Social care and young Peoples Services (UK).</p> <p>He has extensive experience and expertise in the financial services sector and has expertise in the fields of banking, finance.</p>	<p>Smt Lakshmi Pattabi Raman is a Member of the Institute of Chartered Accountants of India. She also holds a master's degree in Business Administration.</p> <p>She has over 18 years of professional experience of which the last 3 years have been spent working in the development sector.</p> <p>She has 15 years of experience in the corporate sector in various roles including private equity, corporate strategy and finance across organisations like Ascent Capital, Aditya Birla Group and Deloitte.</p>
Inter-se relationship with other Directors	Nil	Nil
Qualification	Bachelor's degree in Commerce and Law from the University of Madras, C.A.I.I.B from Indian Institute of Bankers (Mumbai), FCSI from Chartered Institute of Securities and Investment (UK), and Diploma in Leadership for Health and Social care and young Peoples Services (UK).	Chartered Accountant and MBA from Indian School of Business
No. of shares held in the Company	Nil	Nil
List of other companies in which Directorship held	Japamakk Private Limited-Director	Nil
Names of listed entities in which the person has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets	Shri. Jaganmohan Ramachandran meets the following skills and capabilities required for the	Smt. Lakshmi Pattabi Raman meets the following skills and capabilities required for the role as an Independent Director, as

such requirements	<p>role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <ul style="list-style-type: none"> • Analytical Skills • Behavioral Skills • Technological Skills • Technical/Professional skills and specialized knowledge in relation to Company's business 	<p>have been identified by the Board of Directors of the Company:</p> <ul style="list-style-type: none"> • Analytical Skills • Behavioral Skills • Technological Skills • Technical/Professional skills and specialized knowledge in relation to Company's business
Chairman / Member of the Committees of the Board of the other companies in which he / she is a Director	Nil	Nil
Number of Board meetings attended during the last financial year	Not Applicable	Not Applicable
Remuneration sought to be paid (per annum)	Not Applicable	Not Applicable
Remuneration last drawn (per annum)	Not Applicable	Not Applicable
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of the Postal Ballot Notice dated 14 th February 2022.	As set out in Item No.2 of the Postal Ballot Notice dated 14 th February 2022.