

# SOM DATT FINANCE CORPORATION LTD.

CIN: L65921DL1993PLC377542

Date:- September 18, 2023

To,  
The Department of Corporate Services,  
The Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai — 400 001

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

Dear Sir,

Further to our letter dated September 12, 2023 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated September 12, 2023 ("Notice") seeking approval of the Members of the Company for the following resolutions:-

| S. No | Business  | Resolution          |
|-------|---|---------------------|
| 1     | To appoint Dr. Bhaskara Rao Bollineni (DIN: 00008985) as Non-Executive Director of the Company.                           | Ordinary Resolution |
| 2     | To appoint Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), as Whole Time Director and Chief Executive Officer of the Company. | Special Resolution  |
| 3     | To appoint Mr. Veera Venkata Subba Rao Meka (DIN: 07173955) as Managing Director of the Company.                          | Special Resolution  |
| 4.    | To appoint Ms. Jayanthi Talluri (DIN 09272993) as Non-Executive Independent Director of the Company.                      | Special Resolution  |

In accordance with the various Circulars issued by the Ministry of Corporate Affairs, from time to time, this Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as of Friday, September 15, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail addresses are registered with the Company /Depositories.

The Company has engaged the services of NSDL to provide a remote a-voting facility to all its Members. The remote a-voting period commences on **Wednesday, September 20, 2023, from 9.00 a.m. (1ST) and ends on Thursday, October 19, 2023, at 5.00 p.m. (1ST)**. The e-voting module shall be disabled by NSDL thereafter.

The said Notice is available on the Company's website at [www.somdattfin.com](http://www.somdattfin.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). We request you to take the above on record.

For **SOM DATT FINANCE CORPORATION LIMITED**

Neha Agarwal  
Company Secretary and Compliance Officer

**Encl: As above**

**SOM DATT FINANCE CORPORATION LIMITED**

CIN: L65921DL1993PLC377542

REGD OFFICE: 516, Suneja Tower-I, District Centre, Janakpuri, Delhi 110058

Tel.: +9810228093, Email id: [compliancesdffl@gmail.com](mailto:compliancesdffl@gmail.com) Website: [www.somdatffin.com](http://www.somdatffin.com)**POSTAL BALLOT NOTICE**

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

| E-Voting Start Date:                           | E-Voting End Date                             |
|--|---|
| Wednesday, September 20, 2023 at 9.00 am (IST) | Thursday, October 19, 2023 at 5:00 p.m. (IST) |

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, and Circular No. 20/2021, dated December 8, 2021, 3/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolution/ Special Resolutions by way of postal ballot only by voting through electronic means ('remote e-voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement about the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Som Datt Finance Corporation Limited ('Company/SDFCL') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, a physical copy of the Notice,

Postal Ballot Form, and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of this Notice's 'Notes' section.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars, and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of the National Securities Depository Limited ('NSDL') to provide a remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.somdattfin.com](http://www.somdattfin.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, October 19, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company at their meeting held on September 12, 2023, has appointed Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199), partner of Naveen Narang & Associates, Practicing Company Secretaries as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot / e-voting process fairly and transparently. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Board of Directors of the Company or any officer authorized by the Board. The results shall be declared on or before Friday, October 20, 2023, and will be displayed on the Company's website [www.somdattfin.com](http://www.somdattfin.com) and will also be communicated to the Stock Exchanges, and results will be placed on the website of the National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The resolution, if passed by the requisite majority, shall be deemed to have been passed on October 19, 2023, i.e., the last date specified for receipt of votes through the e-voting process.

**SPECIAL BUSINESS****1. To appoint Dr. Bhaskara Rao Bollineni (DIN: 00008985) as Non-Executive & Non-Independent 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** Dr. Bhaskara Rao Bollineni (DIN: 00008985), was appointed by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive & Non-Independent Category) of the Company with effect from July 21, 2023, and who holds office up to the date of this next General Meeting in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof), and the Article of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be considered desirable or expedient to give effect to the aforesaid resolution.”

**2. To appoint Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), as Whole Time Director and Chief Executive officer of the Company: -**

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

**“RESOLVED THAT** Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), was appointed by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive & Non-Independent Category) of the Company with effect from July 21, 2023, and who holds office up to the date of this next General Meeting in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof), and the Article of Association of the Company,

and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to appoint Mr. Bhavanam Ruthvik Reddy (DIN: 08372627) as Whole Time Director and Chief Executive Officer of the Company (liable to retire by rotation) for a period of 3 consecutive years effective from September 12, 2023 till September 11, 2026, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on September 12, 2023, the particulars of which are annexed hereunder:

- a) Salary of Rs. 2 Lacs per month (Rupees Two Lacs only).
- b) Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules.
- c) Provident fund and gratuity as per rules of the Company.
- d) Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under sections 196, 197 & 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Companies Act, 2013 as in force from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary

the terms and conditions of the said appointment and/or agreement in such manner and to such extent as may be agreed between the Board and Mr. Bhavanam Ruthvik Reddy.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be considered desirable or expedient to give effect to the aforesaid resolution."

**3. To appoint Mr. Veeravenkata Subba Rao Meka (DIN: 07173955) as Managing Director of the Company: -**

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

"**RESOLVED THAT** Mr. Veeravenkata Subba Rao Meka (DIN: 07173955), was appointed by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive & Non-Independent Category) of the Company with effect from July 21, 2023, and who holds office up to the date of this next General Meeting in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any modification and re-enactment thereof), and the Article of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to appoint Mr. Veeravenkata Subba Rao Meka (DIN: 07173955) as Managing Director of the Company (liable to retire by rotation) for a period of 3 consecutive years effective from September 12, 2023, till September 11, 2026, on such remuneration and terms & conditions as approved by the Remuneration Committee at its meeting held on September 12, 2023, the particulars of which are annexed hereunder:

- a) Salary of Rs. 4.8 Lacs per month (Rupees Four Lacs Eighty Thousand only).
- b) Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules.
- c) Provident fund and gratuity as per rules of the Company.
- d) Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Veervenkata Subba Rao Meka (DIN: 07173955), the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under sections 196, 197 & 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Companies Act, 2013 as in force from time to time.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be considered desirable or expedient to give effect to the aforesaid resolution."

**4. To appoint Ms. Jayanthi Talluri (DIN: 09272993) as Non-Executive Independent Director of the Company: -**

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

**“RESOLVED THAT** pursuant to the provisions of f Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“ Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Jayanthi Talluri (DIN: 09272993), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company effective from September 12, 2023 in terms of Section 161 of the Act and who meets the criteria for

independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 2 years effective from September 12, 2023 till September 11, 2025, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

**By Order of the Board of Directors**

Sd/-

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107

Place: Hyderabad

Date: 12<sup>th</sup> September 2023



**NOTES:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ RCMC Share Registry Pvt. Ltd, the Company's Registrar and Transfer Agent ('RTA'), as of **Friday, September 15, 2023 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off Date i.e., Friday, September 15, 2023.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that all Members of the Company as of the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote about the aforementioned Resolutions in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
6. The remote e-Voting shall commence on commence at **9.00 a.m. (IST) on Wednesday, September 20, 2023, and ends at 5:00 p.m. (IST) on Thursday, October 19, 2023.** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has appointed **Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199) partner of Naveen Narang & Associates, Practicing Company Secretaries, as the Scrutinizer** to scrutinize the postal ballot process fairly and transparently.
8. The Scrutinizer will submit his report to the Board, or any other person authorised by them, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Friday, October 20, 2023.** The Scrutinizer's decision on the validity of the votes cast will be final.

9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somdattfin.com](http://www.somdattfin.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Board or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Thursday, October 19, 2023**.
11. Members may download the Notice from the website of the Company at [www.somdattfin.com](http://www.somdattfin.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Wednesday, September 20, 2023 to Thursday, October 19, 2023.
14. Process to cast votes through remote e-voting:

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

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

#### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to 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 e-mail ID in their demat accounts to access the e-voting facility.

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

| <b>Type of shareholders</b> |  |
|-----------------------------|--|
|                             | <ol style="list-style-type: none"> <li>1. Existing IDeAS users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 e-voting</li> </ol> |

services under value-added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.

2. If you are not registered for IDeAS e-Services, the 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 the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.
4. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



5.

|  |  |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest, can log in through their user ID and password. The option will be made available to the Ach e-Voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab and then use your existing My easi username &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are 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, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/Easi/Registration">https://web.cdslindia.com/myeasi/Registration/Easi/Registration</a></li> <li>4. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from an e-voting link on the <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; and e-mail as recorded in the Demat Account. After successful authentication, the 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) login through their depository participants | <ol style="list-style-type: none"> <li>1. You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility.</li> <li>2. Upon logging in, you will be able to see the e-voting option. Click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature.</li> <li>5. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>  |

**Important note:** [Members who are unable to retrieve their User ID/ Password are advised to](#)

[use the 'Forget User ID' and 'Forget Password options' available at the above-mentioned 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 the NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or calling toll-free no.: 1800 1020 990 and 1800 22 44 30            |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contacting 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 the NSDL e-Voting website?**

1. Visit the e-voting website of NSDL. Open the 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 the e-Voting system is launched, click on the icon 'Login' which is available under the '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 services i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| For Members who hold shares in a Demat account with NSDL       | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| For Members who hold shares in a demat account with CDSL       | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.  |

|   |  |
|---|--|
| For Members holding shares in Physical Form | EVEN Number followed by Folio Number registered with the company<br><br>For example, if the folio number is 001*** and EVEN is 101456 then the 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 log in and cast your vote.
  - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' that 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.
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) Click on. (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 the aforesaid two options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 the check box.
8. Now, you will have to click on the 'Login' button.
9. After you click on the 'Login' button, the Home page of e-Voting will open.



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

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

1. After a successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having a voting cycle.
2. Select 'EVEN' of the Company, which is 124794 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab on the screen or 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 nnarang@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager- NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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

1. In case of 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 [compliancesdf@gmail.com](mailto:compliancesdf@gmail.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 [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to procure a user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-voting facility.

**By Order of the Board of Directors**

Sd/-

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107

Place: Hyderabad

Date: 12<sup>th</sup> September 2023



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

Pursuant to the Share Purchase Agreement dated November 09, 2022 (“SPA”) executed between i.e, Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee (“Sellers”), and Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (Acquirers) and Public Announcement made by the Acquirers dated May 19, 2023. The Acquirers acquired the entire shares from the Sellers on July 2023.

Consequently, at the Board Meeting held on July 21, 2023, the Management and control of the Company was also acquired by the Acquirers, under which Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy and Mr. Veera Venkata Subba Rao Meka were appointed as Additional Directors of the Company and Mrs. Vijay Rathee and Mr. Kuldip Singh Rathee has resigned from the Board.

Therefore, the consent of the Members to regularize the appointment of Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy, Mr. Veera Venkata Subba Rao Meka, and Ms. Jayanthi Talluri is sought through Postal Ballot. The members are requested to peruse the proposal and accord their approval for the appointment of Dr. Bhaskara Rao Bollineni, as a Director, Mr. Bhavanam Ruthvik Reddy as a Whole Time Director and Chief Executive Officer, Mr. Veera Venkata Subba Rao Meka as Managing Director and Ms. Jayanthi Talluri as Independent Director. The detailed explanatory statement as required is given below item-wise:-

**ITEM NO. 1**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) approved the appointment of Dr. Bhaskara Rao Bollineni (DIN: 00008985) as an Additional Director (Non-Executive Director) (till the next general meeting or for three months from the date of appointment, whichever is earlier) on July 21, 2023. The NRC and the Board are of the view that given his dynamic experience and confident leadership, will be of immense benefit to the Company.

**The brief profile of Dr. Bhaskara Rao Bollineni is as under:-**

**Qualifications:**

MBBS: 1981 Rangaraya Medical College, Kakinada Andhra University, India

M.S.: 1984 Madras Medical College, Chennai, Madras University, India

DNB CT Surgery: 1987 National Board of Examination, New Delhi, India

Dr. Bhaskara Rao Bollineni is an esteemed cardiothoracic surgeon and the visionary founder of the renowned Krishna Institute of Medical Sciences (KIMS). With over 25 years of experience and a track record of more than 30,000 surgeries, Dr. Rao is celebrated for his groundbreaking contributions to cardiac surgery.

Dr. Rao's dedication to social impact is exceptional, exemplified by his mission to provide quality cardiac surgery to underserved populations at affordable rates. His entrepreneurial prowess is evident in KIMS' remarkable growth, showcasing that top-tier healthcare can thrive in India's tier 2 and 3 cities.

Dr. Rao played a pivotal role in shaping the Rajiv Gandhi Aarogyasri scheme, expanding healthcare access for low-income individuals and earning widespread acclaim. His contributions have earned KIMS numerous awards and certifications, including ISO 9001-2008, Green Operation Theatre certification, AHPI Award for 'Nursing Excellence,' the 'Best Hospital of the Year' at the Times Healthcare Achievers Awards in 2017, and the 'Best Super Specialty Hospital in Telangana' in 2019 among others.

The Company has also received a notice in writing from a member proposing the candidature of Dr. Bhaskara Rao Bollineni (DIN: 00008985) to be appointed as Director of the Company. The Company has received necessary consent to act as Director and requisite declarations/disclosures from Dr. Bhaskara Rao Bollineni and he is not disqualified from being appointed as a Director under provisions of Section 164(2) of the Act, nor debarred from holding the office of director by any order of the Securities and Exchange Board of India or any other such authority.

The disclosures relating to Dr. Bhaskara Rao Bollinen as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

Except for Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy (being Promoter) together with their relative(s), none of the other Directors, KMPs, and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

The Board accordingly recommends **an ordinary resolution** set out at Item No. 1 of the Notice for the approval of the Members.

**ITEM NO. 2**

Subject to the approval of the shareholders and upon recommendation of the NRC, the Board at its meeting held on July 21, 2023, approved the appointment of Mr. Bhavanam Ruthvik Reddy as an Additional Director (Executive Director) to hold office till the next general meeting and subsequently, subject to the approval of shareholders at the NRC Meeting and the Board Meeting held on September 12, 2023, he was appointed as Whole Time Director ("WTD") and Chief Executive Officer ("CEO") of the Company for a period of 3 years w.e.f September 12, 2023, to September 11, 2026 (liable to retire by rotation).

**The brief profile of Mr. Bhavanam Ruthvik Reddy is as under: -**

**Qualifications:** Bachelor of Technology in Civil Engineering from SRM University, Chennai, India 2016

**Professional Experience:**

Krishna Institute of Medical Sciences (KIMS), Business analyst, Jan 2017- present

- Oversaw 3 acquisitions of hospitals in Vizag, Kurnool, and Ananthapur, worked on market research of geographies, evaluating potential targets, financial and secretarial due diligence of target companies, and integration of systems post-acquisition.
- Was part of the project that digitized prescriptions given at the KIMS network of hospitals in real-time for better control over data. The data provided by this project helped increase pharmacy and diagnostics revenue.
- Prepared, tracked, and reviewed revenue projections for the flagship Unit in Hyderabad.

**Tenure of Appointment:** - It is proposed to appoint him for 3 years w.e.f. September 12, 2023 to September 11, 2026. (Liable to retire by rotation). He will be appointed as a director liable to retire by rotation and shall continue to hold his office of WTD & CEO and the reappointment as such director shall not be deemed to constitute a break in his office of WTO & CEO.

**Nature of Duties:** - He shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Managing Director and/or by the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control, and directions of the Board in connection with and in the best interests of the business of the Company.

**Remuneration: -**

- Salary of Rs. 2 Lacs per month (Rupees Two Lacs only).
- Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity, and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules.
- Provident fund and gratuity as per the rules of the Company.
- Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Considering his experience and expertise in general management and leadership positions, the appointment to the Board of the Company will enable the Company to gain from his insight and infuse new ideas, the Board opined. The remuneration proposed for him is commensurate with the industry and size of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Bhavanam Ruthvik Reddy to be appointed as Director of the Company. The Company has received necessary consent to act as Director and requisite declarations/disclosures from Mr. Bhavanam Ruthvik Reddy and he is not disqualified from being appointed as a Director under provisions of Section 164(2) of the Act, nor debarred from holding the office of director by any order of the Securities and Exchange Board of India or any there such authority.

The remuneration payable to him is not material as per Regulation 23 of the SEBI Listing Regulations and is considered at arm's length and in the ordinary course of business.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, the approval of the members is required by way of a special resolution for his appointment with remuneration.

The disclosures relating to Mr. Bhavanam Ruthvik Reddy as required under Schedule V of the Companies Act, 2013, the SEBI Listing Regulations, and the Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

Except for Mr. Bhavanam Ruthvik Reddy and Dr. Bhaskara Rao Bollineni (being Promoter) together

with their relative(s), none of the other Directors, KMPs, and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out in Item No. 2 of the Notice for the approval of the Members.

### **ITEM NO. 3**

Subject to the approval of the shareholders and upon recommendation of the NRC, the Board at its meeting held on July 21, 2023, approved the appointment of Mr. Veera Venkata Subba Rao Meka (DIN: 07173955) as an Additional Director (Executive Director) to hold office till the next general meeting and subsequently, subject to the approval of shareholders at the NRC Meeting and Board Meeting held on September 12, 2023, he was appointed as Managing Director for a period of 3 years w.e.f September 12, 2023, to September 11, 2026 (liable to retire by rotation).

#### **Qualifications:**

- Masters of Business Administration with specialization in Marketing from Andhra University, Waltair (1982)
- Bachelor of Commerce from Osmania University, Hyderabad (1980)

#### **Profile of Mr. Veera Venkata Subba Rao Meka:**

Mr. Venkat Subba Rao brings with him an impressive career spanning over three decades in the banking and financial services sector where he has consistently demonstrated exceptional leadership, agility, and a profound understanding of the sector. His last role was as Senior Vice-President and Head of RBS Corporate & Retail Operations, Group Operations, India, where he oversaw critical aspects of banking operations and contributed significantly to the bank's success. He was part of the Global leadership teams of both Retail and Corporate Businesses of RBS (Natwest) Group.

Mr. Venkat Subba Rao played a pivotal role in the Strategic Payments Platform Project in Amsterdam during his second overseas stint, where he designed a Standard Operating Model for Global Payments and contributed to the success of Payment Insourcing Deals. This experience reflects his ability to drive transformative change and innovation.

Upon returning to India, Mr. Venkat Subba Rao managed the transition of ABN AMRO entities to RBS, establishing an Insurance vertical and overseeing Corporate and Retail Banking Operations.

His ability to navigate complex transitions and his strategic acumen are assets we believe will be instrumental in providing a strong launch pad for our organisation's growth and stability.

Between 2002 and 2006, he led the offshore migration of Payment Operations from various European countries, demonstrating his proficiency in operational efficiency and global operations management.

One of his significant achievements was shaping the Operational Risk Assessment Policy for ABN AMRO Bank globally during his first overseas assignment in Amsterdam. His international perspective and risk management expertise are invaluable assets for our organization.

In 1999, during the acquisition of Bank of America's Consumer Banking Franchise in India, Mr. Subba Rao played an integral role in the seamless integration of retail banking systems, highlighting his leadership during critical transitions.

Mr. Venkat Subba Rao's journey began at Syndicate Bank in 1983, where he started as a Probationary Officer and progressively advanced through various branches and roles, demonstrating consistent leadership and contributing significantly to the bank's goals.

As we embark on this new journey with our organisation, we believe Mr. Veera Venkata Subba Rao Meka's (aka Venkat Subbarao) exceptional career, dedication, and visionary leadership will be instrumental in shaping our firm's success. We look forward to his contributions and guidance as our Managing Director.

**Tenure of Appointment:** - It is proposed to appoint him for 3 years from September 12, 2023, to September 11, 2026. (Liable to retire by rotation). He will be appointed as a director liable to retire by rotation and shall continue to hold his office of Managing Director, and the reappointment as such director shall not be deemed to constitute a break in his office of Managing Director.

**Nature of Duties:** - He shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control, and directions of the Board in connection with and in the best interests of the business of the Company.



**Remuneration:-**

- a) Salary of Rs. 4.8 Lacs per month (Rupees Four Lacs Eighty Thousand only).
- b) Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity, and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules.
- c) Provident fund and gratuity as per rules of the Company.
- d) Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Considering his vast experience in the industry and business in which the Company operates, as well as his expertise, the Board considers that his association would be of immense benefit to the Company. The remuneration proposed for him is commensurate with the industry and size of the Company.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Veera Venkata Subba Rao Meka to be appointed as Managing Director of the Company. The Company has received necessary consent to act as Director and requisite declarations/disclosures from Mr. Veera Venkata Subba Rao Meka that he is not disqualified from being appointed as a Managing Director under provisions of Section 164(2) of the Act, nor debarred from holding the office of director by any order of the Securities and Exchange Board of India or any there such authority.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, the approval of the members is required by way of a special resolution for his appointment with remuneration.

The disclosures relating to Mr. Veera Venkata Subba Rao Meka as required under Schedule V of the Companies Act, 2013, the SEBI Listing Regulations, and the Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

Except for Mr. Veera Venkata Subba Rao Meka and/or his relative(s), none of the other Directors, KMPs, and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out in Item No. 3 of the Notice for the approval of the Members.

#### **Item No. 4**

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its meeting held on September 12, 2023, has appointed Ms. Jayanthi Talluri (DIN: 09272993) as an Additional Director (under the category of Non-Executive and Women Independent) of the Company w.e.f September 12, 2023, not liable to retire by rotation, subject to the approval of members of the Company and the Board decided to seek the approval of the Shareholders.

#### **Profile of Ms. Jayanthi Talluri:**

Ms. Jayanthi Talluri is a legal professional with extensive experience of more than 24 years comprising successful litigant counsel and in-house Corporate Counsel in varied sectors including but not limited to Healthcare, IT& ITES, Infrastructure, Real Estate, Commercial Corporate matters, Airports, Domestic and family disputes, Labour Laws, Property Laws, and Corporate Litigation.

Ms. Jayanthi Talluri, is an Alumni of the National Law School of India University (NLSIU), Bangalore. She is a legal professional with an extensive experience of more than two decades and hails from Family of Lawyers. Under the guidance and tutelage of her beloved Father, the Late Mr. T.S. Haranath, a Senior Advocate and renowned litigation counsel in the Bar of the Hon'ble High Court of erstwhile United States of Andhra Pradesh, she gained subject expertise.

Ms. Jayanthi Talluri (DIN 09272993), is an IIAM-certified International Business Negotiator, a Certified Six Sigma Green Belt Holder in Contract Management, an accomplished Corporate Trainer on the Prevention of Sexual Harassment at the Workplace (POSH), and an External Member and inquiry Officer in IC Committees in numerous Corporates.

The Company has received from Ms. Jayanthi Talluri (DIN 09272993) her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.



Further, we would like to state that as per the requirement of the Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, the Board of Directors and its Nomination and Remuneration Committee while considering the appointment of Ms. Jayanthi Talluri (DIN: 09272993) as an Additional Director (Non-Executive Independent Director), has verified and confirmed from her that she is not debarred from holding the office of Director pursuant to any SEBI order or Ministry of Corporate Affairs or any other such Authority.

Further, she confirmed that in compliance with the provisions contained under sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, she has registered herself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Jayanthi Talluri (DIN: 09272993) possesses appropriate skills, experience, and knowledge and fulfills the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, as annexed herewith as Annexure-2 may also be regarded as a disclosure under the provisions of the Act and the SEBI Listing Regulations.

Except for Ms. Jayanthi Talluri (DIN: 09272993), whose appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

The Board, therefore, recommends the Resolutions be passed as Special Resolution by the Members of the Company through Postal Ballot, on the terms and conditions set out in the Resolutions for the appointment of Ms. Jayanthi Talluri (DIN: 09272993) as an Independent Director for a period of 2 years with effect from September 12, 2023, up to September 11, 2025, and shall not be liable to retire by rotation.

**Annexure 2: Disclosures as per Schedule-V of the Companies Act, 2013**

| <b>S. No.</b> | <b>Particulars</b>   | <b>Remark</b>  |
|---------------|--|--|
| 1.            | Nature of Industry.  | The company is a Non-Deposit Non-Banking Financial Company registered with the Reserve Bank of India.  |
| 2.            | Date or expected date of commencement of commercial production.  | The company has been in NBFC Services since October 19, 1993.  |
| 3.            | In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appears in the prospectus. | Not Applicable.  |
| 4.            | Financial performance is based on given indicators.  | <p>The financial performance of the company has been at par/commensurate with industry standards /benchmarks. The latest financial position of the Company based on audited financial figures for FY 2022-23 are as below:</p> <p><b>Amount in INR [In Lacs]</b></p> <p>Total Income - 134.48/-<br/> Total Expenses - 53.67/-<br/> Profit before D&amp;T - 81.80/-<br/> Depreciation - 0.99/-<br/> Profit Before Tax - 80.81/-<br/> Profit /Loss After Tax- 72.07 /-</p> |
| 5.            | Foreign Investments or Collaboration, if an  | There are no foreign investments or collaborations in the Company except NRIs/FIIs holding shares in the Company in the ordinary course.   |
| 6.            | Reason for Inadequate Profits  | Due to market conditions, the profits made by the Company during 2022-23 were inadequate for the purposes of the managerial remuneration. Hence it is ensured that the proposed managerial   |

|    |  |   |
|----|--|---|
|    |  | remuneration is well within the maximum permissible limit allowed as per Schedule V of the Companies Act, 2013 as amended from time to time.  |
| 7. | Steps taken or proposal to be taken for improvement                | The Company is planning to move from being a pure investment company to being a predominantly lending company in the quarters to come. This would ensure a more balanced AUM growth with corresponding revenue uptick in a sustainable manner.                              |
| 8. | Expected increase in productivity and profits in measurable terms. | Forecasting productivity and profitability in measurable terms is challenging at this juncture, but we expect the profits for 2023-24 to be significantly higher than the previous year, though per employee productivity may be lower due to increase in lending activity. |
| 9. | Other disclosure required under Schedule V (II, III & IV)          | As per the details provided under the explanatory statement for business items no. 2 & 3 and Annexure 2.  |

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND INFORMATION PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD - II ON GENERAL MEETINGS (SS-2):**

|  |   |   |  |  |
|--|---|---|--|--|
| <b>Name of Director</b>  | <b>Dr. Bhaskara Rao Bollineni</b>   | <b>Mr. Bhavanam Ruthvik Reddy</b>   | <b>Mr. Veera Venkata Subba Rao Meka</b>  | <b>Ms. Jayanthi Talluri</b>  |
| <b>Director Identification Number ("DIN")</b>  | 00008985  | 08372627  | 07173955   | 09272993   |
| <b>Designation</b>   | Non-Executive Director  | Whole Time Director and Chief Executive Officer.                                    | Managing Director  | Independent Director   |
| <b>Age</b>   | 1/1/1954 (69 Years)   | 10/09/1994 ( 29 years)  | 19/06/1960 (63 Years)  | 17/12/1972 (51 Years)  |
| <b>Profession</b>  | Doctor  | Business Executive  | Business Executive   | Legal Professional   |
| <b>Date of first appointment on the Board.</b>   | July 21, 2023   | July 21, 2023   | July 21, 2023  | September 12, 2023   |
| <b>Shareholding in the Company as of the date of this Notice.</b>                                | 641050 (64.1%)  | 500000 (5%)   | Nil  | Nil  |
| <b>Qualifications.</b>   | As per the details provided under the explanatory statement for business item no. 1 | As per the details provided under the explanatory statement for business item no. 2 | As per the details provided under the explanatory statement for business item no. 3. | As per the details provided under the explanatory statement for business item no. 4. |
| <b>Brief resume (Experience and Expertise).</b>  | As per the details provided under the explanatory statement for business item no. 1 | As per the details provided under the explanatory statement for business item no. 2 | As per the details provided under the explanatory statement for business item no.3.  | As per the details provided under the explanatory statement for business item no.4.  |
| <b>Nature of expertise in specific functional areas.</b>   | Refer explanatory statement   | Refer explanatory statement   | Refer explanatory statement  | Refer explanatory statement  |
| <b>Skills and Capabilities for the role and how the proposed person meets such requirements.</b> | Not applicable  | Refer explanatory statement   | Refer explanatory statement  | Not applicable   |

| Name of Director   | Dr. Bhaskara Rao Bollineni  | Mr. Bhavanam Ruthvik Reddy  | Mr. Veera Venkata Subba Rao Meka  | Ms. Jayanthi Talluri  |
|--|---|---|---|---|
| Remuneration last drawn (including sitting fees, if any).  | Not applicable  | Not applicable  | Not applicable  | Not applicable  |
| Remuneration proposed to be paid.  | No remuneration other than the sitting fee for attending Board/Committee meetings is payable. | As per the details provided under the explanatory statement for business item no. 2   | As per the details provided under the explanatory statement for business item no. 3.  | No remuneration other than a sitting fee for attending Board/Committee meetings is payable  |
| Job Profile and Suitability.   | Not applicable  | Refer explanatory statement   | Refer explanatory statement   | Not applicable  |
| Comparative remuneration profile with respect to Industry, size of the company, profile of the position, and person. | Not applicable  | The remuneration being given is at par and fully Commensurate with the industry, size of the Company, and profile of the position and person. | The remuneration being given is at par and fully Commensurate with the industry, size of the Company, and profile of the position and person. | Not applicable  |
| No. of Board Meetings attended during the year (FY 2023-24) as a director.   | 2   | 2   | 2   | 1   |
| Disclosure of Relationships between Directors inter-se.  | Promoter of the Company.  | Promoter of the Company   | Nil   | Nil   |
| Directorship held in other Public Companies.   | Krishna Institute of Medical Science Limited (KIMS)   | Nil   | Nil   | <ul style="list-style-type: none"> <li>✓ International Conveyors Limited (ICL).</li> <li>✓ Refex Renewables and Infrastructure Limited (RRIL).</li> </ul> |

| Name of Director  | Dr. Bhaskara Rao Bollineni   | Mr. Bhavanam Ruthvik Reddy | Mr. Veera Venkata Subba Rao Meka | Ms. Jayanthi Talluri  |
|---|--|----------------------------|----------------------------------|---|
| <b>Chairman/ Membership of Committees in other Public Limited Companies</b><br>C= Chairman<br>M= Member | Membership in the following committee in KIMS.<br>✓ CSR Committee<br>✓ Stakeholders Relationship Committee | Nil                        | Nil                              | Membership in the following committees: -<br>1. CSR Committee of ICL.<br>2. Audit Committee and NRC of RRIL |
| <b>Number of Equity Shares held in the Company</b>  | 64,41,050  | 5,00,000                   | Nil                              | Nil   |

**By Order of the Board of Directors**

Sd/-

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107

Place: Hyderabad

Date: 12<sup>th</sup> September 2023