

April 25, 2023

To
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001.

To
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Security Code No. : 505324

Security Symbol : MANUGRAPH
Security Series : EQ

Dear Sirs,

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

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated April 21, 2023, seeking approval of the members of the Company, by way of remote e-voting process for:

1. Appointment of Mr. K N Padmanabhan (DIN: 10040838) as a Director of the Company and as a Non-Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years upto March 1, 2028, and
2. Appointment of Mr. Nimish Vakil (DIN: 00368177) as a Director of the Company and as a Non-Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years upto March 1, 2028.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, April 21, 2023 ("Cut-off Date).

MANUGRAPH INDIA LTD.

Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai - 400 005. India.

Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772

Email: info@manugraph.com Website: www.manugraph.com

The Company has engaged the services of National Securities Depository Limited, for providing remote e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of E Voting : Wednesday, April 26, 2023 from 9.00 A.M. IST

End of E Voting : Thursday, May 25, 2023 upto 5.00 P.M. IST

The Board of Directors of the Company has appointed M/s. Aashish K. Bhatt & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The results of e-voting will be announced on or before Saturday, May 27, 2023.

The Postal Ballot Notice is also available on the Company's website at www.manugraph.com.

We request you to take the same on record.

Thanking you,

For **Manugraph India Limited**



Mihir Mehta
Company Secretary

Encl.: a/a

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MANUGRAPH INDIA LIMITED

Regd. Office: Sidhwa House, 2nd Floor, N.A. Sawant Marg, Colaba, Mumbai – 400 005

Tel: +91-22 - 22874815 **Fax:** +91- 22 - 22870702

CIN: L29290MH1972PLC015772 **Website:** www.manugraph.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 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Shareholder(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Manugraph India Limited ('the Company') by means of Postal Ballot only by remote e-voting process ('E-Voting') being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and such other circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1), 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Depository Participant/s. If your e-mail address is not registered with the Depository



Participant/s, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Board of Directors of the Company at its meeting held on March 2, 2023, has appointed M/s. Aashish K. Bhatt & Associates, Practicing Company Secretary (Membership No. A-19639), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility in compliance with Regulation 44 of Listing Regulations and Section 108 and other applicable provisions of the Act read with the applicable Rules to all its shareholders to cast their votes electronically instead of Postal Ballot form. Shareholders are requested to read the instructions in the Notes under the section "Instructions relating to Remote E-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company www.manugraph.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 05:00 p.m. (IST) on May 25, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to Chairman and Managing Director or any person authorized by him. The results of e-voting will be announced on or before Saturday, May 27, 2023. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on



the Company's website and on the website of NSDL viz. www.evoting.nsdl.co.in; Central Depository Services (India) Limited ("CDSL") on www.cdslindia.com (together the "Depositories"). The Company will also display the results of the Postal Ballot at its Registered Office. The Resolutions, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. May 25, 2023.

RESOLUTIONS OUT THROUGH POSTAL BALLOT

Special Businesses:

1. Appointment of Mr. K N Padmanabhan (DIN: 10040838) as a Non - Executive Independent Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Mr. K N Padmanabhan (DIN: 10040838), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 2, 2023, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Non-Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years upto March 1, 2028."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



2. Appointment of Mr. Nimish Vakil (DIN: 00368177) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Mr. Nimish Vakil (DIN: 00368177), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 2, 2023, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Non-Executive Independent Director, not liable to retire by rotation, on the Board of Directors of the Company for a term of five (5) consecutive years upto March 1, 2028.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Manugraph India Limited

Registered Office:

2nd Floor, Sidhwa House, N.A. Sawant Marg,
Colaba, Mumbai – 400 005, India.

CIN: L29290MH1972PLC015772

Website: www.manugraph.com

Email: sharegrievances@manugraph.com

By Order of the Board of Directors

Mihir Mehta
Chief Financial Officer
& Company Secretary

Dated: April 21, 2023

Notes:

1. A Statement pursuant to Section 102(1), Section 110 of the Act and other applicable provisions of the Act read with the Rules setting out all material facts relating to the



resolutions mentioned in this Postal Ballot Notice is annexed hereto. Further, additional information as required under the Listing Regulations is also annexed.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **April 21, 2023 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agents / Depository Participants / Depositories or who will register their email address in accordance with the process outlined in this Notice.
3. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
4. This Postal Ballot Notice will also be available on the Company's website at www.manugraph.com, websites of the Stock Exchanges that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL viz. www.evoting.nsdl.co.in.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.manugraph.com) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, India. Email: rnt.helpdesk@linktime.co.in.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date being Friday, April 21, 2023.
8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations and / any Circular issued by SEBI on E-Voting facility provided by Listed Entities, Secretarial



Standards -2 and/or any amendments thereto, the Company is providing the facility of NSDL to the Members to exercise their right to vote on the proposed resolutions electronically.

9. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
10. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, April 26, 2023 and ends at 5:00 p.m. (IST) on Thursday, May 25, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
12. The Board of Directors of the Company has appointed M/s. Aashish K. Bhatt & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after completion of scrutiny, and the results of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any other official of the Company duly authorized, on or before May 27, 2023. The Scrutinizer's decision on the validity of votes cast will be final. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL viz. www.evoting.nsdl.co.in and Central Depository Services (India) Limited ("CDSL") on www.cdslindia.com.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, May 25, 2023. Resolution passed by shareholders with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
15. Corporate and institutional shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board resolution/ authority letter/power attorney, etc.) in favour of their authorized representatives to the Scrutinizer through e-mail to mail@aashishbhatt.in with a copy marked to www.evoting.nsdl.com.



16. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members until the last date of e-voting. Members seeking to inspect such documents can send an email to sharegrievances@manugraph.com.

PROCEDURE FOR E-VOTING:

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders

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

- (i) **Login Method:** Existing **IDeAS** user 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 ‘**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 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- (ii) If you are not registered for IDeAS e-Services, 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>
- (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- (iv) Shareholders/Members can also download NSDL **Mobile App "NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



2. Individual Shareholders holding securities in demat mode with CDSL

- (i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- (ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- (iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- (iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, user will be able to see



the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for



shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@aashishbhatt.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or Contact Mr. Amit Vishal, Assistant Vice-President, NSDL at the designated e-mail ID: AmitV@nsdl.co.in; or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: pallavid@nsdl.co.in or contact Mr. Tejas Chaturvedi at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sharegrievances@manugraph.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 sharegrievances@manugraph.com. Alternatively, Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the

Depository Participant(s) with which they maintain their demat accounts. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Contact details for assistance on E-Voting:

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Amit Vishal, Assistant Vice-President, NSDL

E-mail ID: AmitV@nsdl.co.in / evoting@nsdl.co.in

Contact No.: 022 - 4886 7000 and 022 - 2499 7000

Ms. Pallavi Mhatre, Manager, NSDL

E-mail ID: pallavid@nsdl.co.in

Contact No.: 022 - 4886 7000 and 022 - 2499 7000



Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated April 21, 2023.

Item No. 1 & 2

Section 149(11) of the Companies Act, 2013 provides that Independent Director shall not hold office for more than two consecutive terms. Accordingly, the second term of Mr. Hiten C. Timbadia, Mr. Perses M. Bilimoria and Mr. Abhay J. Mehrotra as Independent Directors of the Company expired on March 2, 2023.

As required under provisions of the Companies Act, 2013, as amended, All listed companies must have at least one-third proportion of their board of directors as independent directors. Pursuant to provisions of Regulation 17 of Securities and Exchange of India (Listing Obligations and Disclosure Requirement) 2015, if the listed entity has an executive chairperson, then at least half of the board of directors shall comprise of independent directors.

Due to reasons stated above, Nomination and Remuneration Committee ("NRC") at its meeting held on March 2, 2023, after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Mr. K N Padmanabhan (DIN: 10040838) and Mr. Nimish Vakil (DIN: 00368177) as Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (Five) consecutive years with effect from March 2, 2023 till March 1, 2028, not liable to retire by rotation, subject to approval of the Shareholders by way of a Special Resolution.

In pursuance of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, appointment of an Independent Director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed their appointment) as Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (Five) consecutive years with effect from March 2, 2023 till March 1, 2028, not liable to retire by rotation subject to approval of the Shareholders.

In terms of Regulation 17(1C) of Listing Regulations, the listed company shall ensure that the approval of the shareholders for appointment of person on the Board of Directors is taken at the next Annual General Meeting or within a time period of three months from the date of appointment whichever is earlier. As per Regulation 25 of Listing Regulations, Appointment of an Independent Director requires approval of the members by means of a Special Resolution. Accordingly, Shareholders approval is sought by way of special resolution, for appointment of Mr. K N Padmanabhan and Mr. Nimish Vakil as a Director on the Board of the Company through

Postal Ballot. The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. K N Padmanabhan and Mr. Nimish Vakil as Independent Directors of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. K N Padmanabhan and Mr. Nimish Vakil with regard to the proposed appointments:

- a) Consent to act as Director of the Company in terms of Section 152 of the Act pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration that they are not disqualified from being appointed as Director in terms of Section 164 of the Act;
- b) Declaration that they are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- c) Declaration that they meets the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b) the SEBI Listing Regulations;
- d) In terms of Regulation 25(8) of the Listing Regulations, Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company; and
- e) Confirmation that they have registered themselves with the Indian Institute of Corporate Affairs ('IICA') as per Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in the opinion of the Board, they fulfil the conditions specified in the Act, Rules and Listing Regulations for appointment as a Non-Executive Independent Director and are independent of the management of the Company.

The Board noted Mr. K N Padmanabhan and Mr. Nimish Vakil's qualifications, positive attributes, experience, expertise, skills, background and independence are aligned to the role and capabilities identified by the NRC and being eligible for appointment as a Non -Executive Independent Director of the Company, not being liable to retire by rotation, for a term of 5 years.

Name of the Director	Area of skills/expertise/competence					
	Strategy	Finance	Leadership	HR	Governance	Government/ Regulatory
Mr. K N Padmanabhan	√	√	√	√	√	√
Mr. Nimish Vakil	√	√	√	√	√	√



Mr. K N Padmanabhan and Mr. Nimish Vakil brief profile are given in the Annexure to this Notice. Their details as required under the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India and as per Regulation 36(3) of the Listing Regulations are furnished in Annexure A which forms a part of this postal ballot notice.

In line with the Company's remuneration policy for Independent Directors, Mr. K N Padmanabhan and Mr. Nimish Vakil will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbusement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Mr. K N Padmanabhan and Mr. Nimish Vakil, setting out the terms and conditions of appointment as Independent Director are available for inspection by members at the Registered Office of the Company during business hours (between 10:00 a.m. to 5:00 p.m. IST) on all working days (except Saturdays, Sundays and holidays), until the last date of remote e-voting.

In the opinion of the Board, Mr. K N Padmanabhan and Mr. Nimish Vakil fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for their proposed appointment as Independent Directors and are independent of the Management.

Mr. K N Padmanabhan and Mr. Nimish Vakil may be deemed to be concerned or interested in the resolution under Item No. 1 & 2 respectively of the accompanying Notice in respect of their aforesaid appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Mr. K N Padmanabhan and Mr. Nimish Vakil, the Shareholders are requested to approve the appointment of Mr. K N Padmanabhan and Mr. Nimish Vakil as Independent Directors for a term of five (5) consecutive years with effect from March 2, 2023.

The Board recommends the Special Resolutions as set out at Item No. 1 & 2 of the Notice for approval of the Members.

ANNEXURE TO THE NOTICE

BRIEF PROFILE OF DIRECTORS PROPOSED TO BE APPOINTED AS DIRECTORS

Experience (including expertise in specific functional area) / Brief Resume

Mr. K N Padmanabhan: Mr. K N Padmanabhan has more than 30 years of cumulative experience as a professional and has additional expertise in the field of social audits relating to environment, H&S and factory compliances, having inspected for compliance more than 300 factories of different scales across several States in India. He has more than 12 years of experience as a first-generation entrepreneur manufacturing goods and operating an SSI unit from 1990 to 2002. As a professional, he has carried out statutory audit of several listed entities, subsidiaries of listed entities and large manufacturing entities, besides several smaller entities. He has also done Internal Audits of several large and small manufacturing and service companies. He is also at the forefront of the firm's indirect tax practice and advises clients on issues relating to compliance, filing and appeal under GST regime.

Mr. Nimish Vakil: Mr. Nimish Vakil has more than 3 decades of experience in the field of law covering areas of banking & finance, corporate and commercial contracts, aviation, family & testamentary documents and real estate drafting. In the Banking and finance, he has handled matters related to external commercial borrowings, banking laws, loan documents, securitization, mortgage, recovery suits/proceedings. In the corporate and commercial sector, he has been drafting and advising on commercial contracts, documents relating to project finance and various modes of business structures. In the aviation sector, he has been advising on financing structures, regulatory and legal issues.

Details	Mr. K N Padmanabhan	Mr. Nimish Vakil
DIN	10040838	00368177
Date of Birth/Age	09-06-1957 / 65	18-03-1964 / 59
Nationality	Indian	Indian
Date of first appointment on the Board	02-03-2023	02-03-2023
Qualification	Chartered Accountant (CA)	Bachelor of Law (LLB)
Terms and Conditions of appointment	As per resolution set out at item no. 1 of the Notice read with explanatory statement	As per resolution set out at item no. 2 of the Notice read with explanatory statement
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Remuneration proposed to be paid	They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	
No. of Board Meetings attended during the year	1 (one)	1 (one)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil Membership / Chairmanship of Committees as stated below	Nil Membership / Chairmanship of Committees as stated below

Details	Mr. K N Padmanabhan	Mr. Nimish Vakil
Other Directorships, Membership/ Chairmanship of Committees of other Boards * *Directorships include directorships of other Indian Public Companies and Committee memberships include only Audit Committee and Stakeholders' Relationship Committee (whether listed or not)	Nil Membership / Chairmanship of Committees as stated below	2 (Two) Membership / Chairmanship of Committees as stated below
Memberships/Chairman ships of committees across all companies	Chairman of Audit Committee, Nomination & Remuneration Committee	Member of Audit Committee, Nomination & Remuneration Committee
Shareholding of the Director in the Company	None	None
Shareholding as a beneficial owner	None	None
Relationship with other Directors / Key Managerial Personnel	They are not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.	
Justification for choosing the appointees for appointment as Independent Directors	Independent of the management and possess appropriate skills, experience and knowledge.	