

**Pitti Engineering Limited**

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

[www.pitti.in](http://www.pitti.in)



25<sup>th</sup> November 2023

To,  
BSE Ltd  
Floor 25, P J Towers, Dalal Street  
Mumbai – 400 001  
Scrip Code: 513519

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Scrip Code: PITTIENG

Dear Sirs,

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

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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 9<sup>th</sup> November 2023.

The Postal Ballot Notice has been sent only through electronic mode on 25<sup>th</sup> November 2023 to the Members whose names appear in 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 / Depositories/RTA, as on Friday, 24<sup>th</sup> November 2023 (“Cut-off Date”).

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	9.00 A.M on Tuesday, 28th November 2023
End of e-Voting	5.00 P.M on Wednesday, 27th December 2023

The results of voting by means of Postal Ballot through remote e-voting shall be declared within 2 working days from conclusion of the e-voting through Postal Ballot i.e., on or before Friday, 29<sup>th</sup> December 2023.

The Postal Ballot Notice is also available on the Company’s website at [www.pitti.in](http://www.pitti.in).

Request you to please take the same in your records.

Thanking you,  
Yours faithfully,  
For Pitti Engineering Limited

Mary Monica Braganza  
Company Secretary & Compliance Officer  
FCS: 5532

CIN: L29253TG1983PLC004141

**Registered Office**

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Padmaja Landmark, Somajiguda  
Hyderabad – 500 082  
Telangana, India  
T: +91 40 2331 2774 / 2331 2770  
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[info@pitti.in](mailto:info@pitti.in)

## POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and all other applicable regulations if any, Secretarial Standard-2 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) read with the General Circular Nos 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and other relevant circulars including General Circular No. 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), that the special resolution set out below is proposed to be passed by the Members of Pitti Engineering Limited (“the Company”) by way of Postal Ballot only through the remote e-voting process (“remote e-voting”).

In accordance with the MCA Circulars, the Notice of Postal Ballot (“Notice”) is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Notice by email to all its Members who have registered their email addresses with the Company/ XL Softech Systems Limited, Registrar & Transfer Agent of the Company (“XL Softech” or “RTA”) or the Depository Participants (“DPs”) and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 24th November 2023 (“cutoff date”). The communication of assent /dissent of the Members will only take place through the remote e-voting system only.

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 and 110 of the Act read with the rules framed thereunder is appended below seeking consent of the Members of the Company through remote e-voting.

The Board of Directors of the Company (“the Board”), has appointed Shri Ajay Kishen (Membership No. 6298, CP 5146) practicing Company Secretary as the Scrutinizer to conduct

the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Section 110 of the Act read with the Rules, the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. The Company has engaged the services of NSDL to provide the remote e-voting facility to its Members. Members are requested to read the instructions provided in the Notes forming part of this Notice so as to cast their vote electronically.

The remote e-voting commences at 9:00 a.m. (IST) on Tuesday, 28th November 2023 and ends at 5:00 p.m. (IST) on Wednesday, 27th December 2023. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to accord their assent or dissent by means of remote e-voting facility not later than 5:00 p.m. (IST) on Wednesday, 27th December 2023, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report after the completion of scrutiny, to the Chairman & Managing Director or Company Secretary of the Company as authorised by the Board in this regard. The results of Postal Ballot shall be declared within two working days from conclusion of the e-voting through Postal Ballot i.e. on or before 29th December 2023. The results of the Postal Ballot along with the Scrutinizer’s report will be displayed at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The results and the Scrutinizer’s Report will also be hosted on the Company’s website at [www.pitti.in](http://www.pitti.in) and on the website of e-voting agency i.e. NSDL at <https://www.evoting.nsdl.com>.

### 1. Appointment of Shri Yogender Bahadur Sahgal (DIN: 01622420) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any

of the Companies Act 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of Shri Yogender Bahadur Sahgal (DIN: 01622420) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th November 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder 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(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of five consecutive years commencing from 9th November 2023 to 8th November 2028.”

By order of the Board  
For **Pitti Engineering Limited**

**Mary Monica Braganza**  
Company Secretary & Compliance officer  
FCS:5532

Place: Hyderabad  
Date: 9th November 2023

## NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder pertaining to the aforesaid resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent in electronic form only to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 24th November 2023 (“cut-off date”) received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address are registered with the Company or XL Softech or the Depository Participants. The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.pitti.in](http://www.pitti.in) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed Resolution 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.
5. 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 SEBI Listing Regulations read with circular of SEBI on e-Voting facility, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically, through the e-voting services provided by NSDL on the resolution set forth in this Notice of Postal Ballot, through remote e-voting. 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.
6. The remote e-voting commences at 9:00 a.m. (IST) on Tuesday, 28th November 2023, and ends at 5:00 p.m. (IST) on Wednesday, 27th December 2023. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Friday, 24th November 2023, may cast their vote electronically in the manner and process as set out herein below. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday 24th November 2023. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members. The Resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 27th December 2023.

## 1. PROCEDURE FOR 'E-VOTING':

### E-Voting Facility:

- i. 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 SEBI Listing Regulations read with SEBI circular dated 9th December 2020 on e-Voting facility provided by listed entity, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- ii. The e-voting facility will be available during the following period:
  - Commencement of E-Voting : 9:00 AM (IST) on Tuesday, 28th November 2023
  - End of E-Voting : 5:00 PM (IST) on Wednesday, 27th December 2023.

The remote E-Voting will not be allowed beyond the aforesaid date and time and the remote e- voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.





## 2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**
- ii. **Information and instructions for e-voting by individual shareholders holding shares of the company in demat mode**

As per SEBI circular on e-voting facility provided by listed entities, dated 9th December 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

### A. Login method for individual shareholders holding shares of the company in demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited: ("CDSL"):

NSDL	CDSL
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"><li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.</li><li>iii. A new page will open, enter User ID and Password for accessing IDeAS. After successful authentication, click on "Access to e-voting" under Value Added Services on the panel available on the left hand side. Click on "Access to e-voting" under e-voting services.</li><li>iv. Click on the company name or e-voting service provider i.e NSDL and you will be re-directed to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li></ol>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"><li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>ii. Click on "New System Myeasi" icon/ Login to Myeasi option under Quick Login</li><li>iii. Login with your Registered User ID and Password.</li><li>iv. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li></ol>

NSDL	CDSL
<p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register click on the link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click on the link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iv. A new page 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.</li> <li>v. After successful registration, please follow Point No. 1 above to cast your vote.</li> </ol> <p>3. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid #ccc; padding: 10px; margin-top: 10px;"> <p style="text-align: center; color: #0070c0;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register click on the link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii. After successful registration, please follow Point No. 1 above to cast your vote.</li> </ol> <p>3. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <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; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>

### **Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B. LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

### Step-1: 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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

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 by NSDL. 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 in 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. In case you have not registered your email address with the Company/Depository, please follow instructions.

**Process for those shareholders whose email ids are not registered with the depositories / company for procuring User ID and password and registration of email IDs for e-voting for the resolution set out in this notice.**

- a. 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 [shares@pitti.in](mailto:shares@pitti.in).

- b. In case shares are held in demat mode, please provide DPID—Client ID (16 digit DPID + Client ID 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 [shares@pitti.in](mailto:shares@pitti.in). 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.
  - c. Alternatively, shareholder / members may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and password for e-voting by providing above mentioned documents.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - a. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click 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-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 and General meeting is in active status.
2. Select "EVEN" of the 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.

## 3. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional/Corporate shareholders [i.e. other than individuals, HUF, NRI, etc.] are required to send a 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 email to [ajaykishen2021@gmail.com](mailto:ajaykishen2021@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 <https://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 <https://www.evoting.nsdl.com> or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **Explanatory statement under section 102 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014.**

### **Item No.1**

The Board of Directors at their meeting held on 9th November 2023, based on the recommendations of the Nomination and Remuneration Committee appointed Shri Yogender Bahadur Sahgal (DIN: 01622420) as Additional Director of the Company (categorised as Non-Executive Independent Director) with effect from 9th November 2023 subject to approval by the Members.

Shri Yogender Bahadur Sahgal aged 69 years is a Mechanical Engineer from University of Mysore, with over 4 decades of industry experience. He worked in mid management for about 6 years with Sahney Steels and Press Works, Hyderabad, manufacturer of electrical stampings, transformer laminations and copper enamelled wire for the fan and energy meters. He was head of manufacturing in Techno Electrics a unit of Vijai Electricals, Hyderabad for 10 Years, a leading manufacturer and exporter of power and distribution transformers in India. Shri Yogender Bahadur Sahgal joined the Company as Manager Production in 1997 and moved to Executive Director Position in 2007. He resigned as Executive Director in 2016 and was a technical consultant to the Company until September 2019. Shri Yogender Bahadur Sahgal has in the past been a Director on the Board of Pitti Electrical Equipment Private Limited.

Shri Yogender Bahadur Sahgal has given his consent to act as a Director and has provided declarations stating that he meets the criteria of independence as provided in the Act and SEBI Listing Regulations. He has also confirmed that he is not disqualified from being appointed as Director under the Act and is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India.

The Company has in terms of Section 160 of the of the Act, received a notice in writing from a Member proposing the candidature of Shri Yogender Bahadur Sahgal for the office of Director.

In the opinion of the Board, Shri Yogender Bahadur Sahgal is a person of integrity, fulfils the conditions for appointment as Independent Director as specified in the Act and SEBI Regulations, Shri Yogender Bahadur Sahgal is independent of the management and possess appropriate skill, expertise and knowledge identified by the Committee and the Board for the directors of the Company.

Shri Yogender Bahadur Sahgal shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof as may be decided by the Board and reimbursement of expenses for participating in the Board or Committee meetings.

A copy of the draft letter of appointment of Shri Yogender Bahadur Sahgal as Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members. Members seeking to inspect the same can send an email to shares@pitti.in

Save and except Shri Yogender Bahadur Sahgal, none of the other Directors and Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the Resolution.

Shri Yogender Bahadur Sahgal has extensive experience and knowledge of the electrical and lamination industry. His experiences will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company. The Board recommends the special resolution set forth at Item No. 1 for the approval of the Members.

The details of Shri Yogender Bahadur Sahgal pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure to the Notice.

By order of the Board  
For **Pitti Engineering Limited**

**Mary Monica Braganza**  
Company Secretary & Compliance officer  
FCS:5532

Place: Hyderabad  
Date: 9th November 2023



<b>Name</b>	<b>Shri Yogender Bahadur Sahgal</b>
DIN	01622420
Date of Birth	04.10.1954
Age	69 years
Date of first appointment on the Board	09.11.2023 as Independent Director Previously he was Executive Director of the Company from 28.06.2007 to 01.10.2016
Qualification	Bachelor of Engineering (Mechanical) from University of Mysore.
Profile and Experience	Refer to Explanatory Statement
Expertise in specific functional area	Industrial Management
Terms & conditions of Appointment	Appointment as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years commencing from 9th November 2023 to 8th November 2028.
Remuneration proposed to be paid	Sitting fee for attending meetings of the Board or Committees thereof as approved by the Board.
Past remuneration	Not Applicable
Shareholding in the Company as on date of this Notice	Nil
Number of meetings attended during the current financial year 2023-24	One
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Other Directorship as on date of this Notice	None
Membership / Chairmanship of Committees of other Boards	None
Listed entities from which the Director has resigned from Directorship in the last three years.	None
Skills and capabilities required for the role and manner in which the Director meets such requirements.	Shri Yogender Bahadur Sahgal possess the following skill sets identified by the Board: <ul style="list-style-type: none"> <li>• Governance and Board Service</li> <li>• Business understanding</li> <li>• Information technology / Accounting / Financial Experience</li> <li>• Industry / Sector Knowledge</li> <li>• Strategy development and implementation.</li> </ul>
No of shares held in the Company:	
(a) In own name	None
(b) For other persons on beneficial interest	None