

Date: 11th September, 2023

To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Scrip Code: 539984

Sub: Addendum to the Notice of 63rd Annual General Meeting ('AGM') of the Company scheduled to be held on Saturday, 30th September, 2023 at 11:00 A.M. (IST) through Video Conferencing / other Audio-Visual Means (OAVM)

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Hindusthan Urban Infrastructure Limited ("the Company") circulated the Notice of 63rd AGM to the Members on 5th September, 2023 for convening the AGM as mentioned above.

An inadvertent error has been noticed in the statement containing additional information as required under Section-II of Part – II of Schedule-V of the Act ('Statement') given on Page No. 14 of in respect of the special resolution for Item. No. 4 of the AGM Notice. Accordingly, vide this Addendum, we wish to inform our members that the aforesaid statement forming a part of the AGM Notice shall be read as enclosed. The 63rd AGM Notice is also enclosed herewith for reference.

This addendum shall form an integral part of the AGM Notice and shall also be available on the website of the Company at www.hindusthanurban.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

This is for your information and records.

Thanking You,

Yours Faithfully

For Hindusthan Urban Infrastructure Limited

(M.L. Birmiwala)
President-Finance & Secretary

Registered Office: Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi – 110001
CIN: L31300DL1959PLC003141, Website: www.hindusthanurban.com
E-mail: investors@hindusthan.co.in, Phone: +91-11-23310001-05

NOTICE OF THE 63RD ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-third Annual General Meeting (“AGM”) of the Members of Hindusthan Urban Infrastructure Limited will be held on Saturday, 30th September, 2023, at 11:00 A.M. IST through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements (including the audited consolidated financial statements) of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors (“the Board”) and Auditors’ thereon.
2. To appoint a Director in place of Mr. Deepak Kejriwal (DIN: 07442554), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Ratan Lal Nangalia (DIN: 07268034) as an Independent Director

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

“Resolved that pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Ratan Lal Nangalia (DIN: 07268034), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 10th August, 2023 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 10th August, 2023 upto 9th August, 2028.

Resolved further that pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, approval of the members be and is hereby accorded for continuation of Directorship of Mr. Ratan Lal Nangalia as an Independent Director who will attain the age of 75 years during his term of office.

Resolved further that Mr. Murari Lal Birmiwala, President-Finance & Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto to give effect to this resolution including filing of requisite e-forms with the MCA(ROC) or such other authority as may be required.”

4. Re-appointment of Mr. Raghavendra Anant Mody (DIN: 09395834) as Chairman & Whole-time Director of the Company:

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

“Resolved that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Mr. Raghavendra Anant Mody (DIN:03158072) as a Chairman & Whole-time Director of the Company, liable to retire by rotation, for a further period of three years with effect from 3rd October, 2023 upon the terms and conditions and remuneration not exceeding of Rs. 1.85 Crores per annum, as mentioned hereunder:-

Salary & Perquisites:-

S. N.	Particulars
1.	Salary Rs. 6,91,850/- (Rupees Six Lakh Ninety One Thousand Eight Hundred & Fifty Only) per month.
2.	Conveyance allowance Rs. 1,15,297/- (Rupees One Lakh Fifteen Thousand Two Hundred & Ninety Seven Only) per month.
3.	House Rent Allowance Rs. 5,18,888/- (Rupees Five Lakh Eighteen Thousand Eight Hundred & Eighty Eight Only) per month.
4.	Leave Travel Allowance Rs. 57,666/- (Rupees Fifty Seven Thousand Six Hundred & Sixty Six Only) Per Month.
5.	Company owned Car with running and maintenance expenses at actuals to be borne by the Company. The Car should be used exclusively for attending the company's work.
6.	Company's contribution towards Provident Fund subject to a ceiling of 12% of the salary as laid down under the Income Tax Rules, 1962.
7.	Gratuity as per rules and practice of the Company.
8.	No sitting fee will be paid for attending the meeting of the Board of Directors or Committee thereof.
9.	The services will be subject to termination on three months' notice on either side or salary in lieu thereof.
10.	Reimbursement for Business Knowledge Enhancement and networking expenses upto Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand Only) per annum.

Resolved further that where in any financial year during the tenure of the said Chairman & Whole-time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration, as per the provisions of the Companies Act, 2013 and Rules made thereunder.

Resolved further that Mr. Murari Lal Birmiwala, President-Finance & Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto to give effect to this resolution including filing of requisite e-forms with the MCA(ROC) or such other authority as may be required.”

5. Ratification of Cost Auditor's Remuneration for the Financial Year 2023-24:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for ratification of the remuneration of Rs. 31,500/- (Rupees Thirty One Thousand Five Hundred Only) per annum exclusive of out of pocket expenses incurred during the course of audit for visit to Company's work plus applicable taxes payable to M/s J.K. Kabra & Co., Cost Accountants (Firm Registration No. 000009), who are reappointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2024.

Resolved further that Mr. Murari Lal Birmiwala, President-Finance & Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto to give effect to this resolution.”

Date: 10th August, 2023

Place: New Delhi

**By Order of the Board of Directors
For Hindusthan Urban Infrastructure Limited**

**Sd/-
(M.L. Birmiwala)
President-Finance & Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business, i.e. Item Nos. 3 to 5, to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 2/2022 dated 5th May, 2022 10/2022 dated 28th December, 2022 ('MCA Circulars') including other applicable circulars and SEBI vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022 and 5th January, 2023, has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till 30th September, 2023. In accordance with the said MCA Circulars and applicable provisions of the Act, the 63rd AGM of the Company shall be conducted through VC/OAVM.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxy by the members will not be available. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Register of Members and share transfer books of the Company will remain closed from 24th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of AGM.
6. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2023. Members seeking to inspect such documents can send an email to investors@hindusthan.co.in.
7. Members are requested to address all correspondence, including dividend-related matters, to RTA, Skyline Financial Services Private Limited, Unit: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above or with the Company Secretary, at the Company's registered office or at investors@hindusthan.co.in. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) Authority. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to Demat Account of IEPF Authority as per the provisions of Section 124 of the Act, read with applicable IEPF rules. Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2015-16 onwards are requested to lodge their claims with RTA or Company

immediately. It may be noted that the Unclaimed Final Dividend for the financial year 2015-16 declared by the Company can be claimed by the Members before 20th October, 2023.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, Regulation 44 of the LODR Regulations and in terms of SEBI Circulars no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and other applicable circulars, the Company is providing a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
11. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Pankaj Kumar & Associates, Practicing Company Secretaries, as Scrutinizers to scrutinize the e-voting in a fair and transparent manner.
12. Members holding shares either in physical or dematerialized form, whose names appear in the Register of Members/list of beneficial owners, as on the cut-off date, i.e. as on Saturday, 23rd September, 2023, may cast their votes electronically. The e-voting period will commence on Wednesday, 27th September, 2023 (9:00 A.M. IST) and will end on Friday, 29th September, 2023 (5:00 P.M. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Saturday, 23rd September, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. The facility for voting during the AGM will also be made available. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
14. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become member of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date

i.e. 23rd September, 2023, may follow the steps mentioned in the Notice under ‘Instructions for e-voting’.

15. In compliance with the Circulars, the Annual Report 2022-23, the Notice of the 63rd AGM and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
16. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Skyline Financial Services Private Limited at compliances@skylinerta.com, to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and updating of bank account details for the receipt of dividend.
17. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to fcspankaj@gmail.com with a copy marked to evoting@nsdl.co.in pursuant to Section 113 of the Act.
18. Members may also note that in line with the MCA Circulars, the Notice of the 63rd AGM and the Annual Report 2022-23 will also be available on the Company’s website, <http://hindusthanurban.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=8> websites of the stock exchanges, i.e. BSE at www.bseindia.com, and on the website of NSDL, <https://www.evoting.nsdl.com>.
19. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
20. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 1st October, 2023, and linking PAN with Aadhar by 30th June, 2023 vide its circular dated 16th March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s RTA, Skyline Financial Services Private Limited, at compliance@skylinerta.com. The forms for updating the same are available at <http://hindusthanurban.com/investorrelation.aspx?mpgid=151&pgidtrail=151&catid=20>. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before 1st October, 2023 or link their PAN with Aadhar before 30th June, 2023, in accordance with the SEBI circular dated 16th March, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
21. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman, after the completion of scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer’s report shall be communicated to the stock exchange, NSDL and RTA, and will also be displayed on the Company’s website at www.hindusthanurban.com.

22. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Date: 10th August, 2023
Place: New Delhi

By Order of the Board of Directors
For Hindusthan Urban Infrastructure Limited
Sd/-
(M.L. Birmiwala)
President-Finance & Secretary

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

ITEM NO. 3

The Board of Directors in their meeting dated 10th August, 2023, on the recommendation of Nomination & Remuneration Committee (“NRC”) approved the appointment of Mr. Ratan Lal Nangalia (DIN: 07268034) as an Additional Director (in the capacity of Independent Director) of the Company with immediate effect, not liable to retire by rotation, as per the provisions of Section 149, 161 of the Companies Act, 2013 along with other applicable provisions, if any and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who shall hold office as such upto this Annual General Meeting (“AGM”). Further, Board of Directors has recommended the appointment of Mr. Ratan Lal Nangalia as an Independent Director, not liable to retire by rotation, for a term of five consecutive years i.e. from 10th August, 2023 upto 9th August, 2028, for approval of the Members of the Company. While considering the appointment of Mr. Ratan Lal Nangalia, NRC considered and noted the upcoming retirement/expiry of tenure of existing independent director i.e. Mr. Mool Chand Gauba (DIN: 02942664), who is due to retire on 20th September, 2023 upon completion of his second term as an Independent Director.

The Board deliberates on various factors including current tenure of board members, anticipated vacancies in key board positions, skill matrix, diversity, time-commitment and statutory requirements etc. The appointment of Mr. Ratan Lal Nangalia has been made by the Board to ensure smooth transition in key board positions. In the opinion of the Board. Mr. Ratan Lal Nangalia fulfil the conditions specified in the Companies Act, 2013 (the “Act”), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 (“Listing Regulations”) for appointment as Independent Director of the Company and is independent of management of the Company. Brief profile of Mr. Ratan Lal Nangalia is as follows:

Mr. Nangalia is a qualified accountant with over 40 years of experience. He is a Fellow member of the Chartered Institute of Cost and Management Accountants, England and Tanzania Association of Accountants. He is also an Associate member of the Institute of Chartered Secretaries and Administrators, England and Institute of Chartered Accountants of India. He holds a Bachelor degree in Commerce from the University of Rajasthan and is also registered with the National Board of Accountants and Auditors of Tanzania as an Authorised Auditor. His career pattern reveals a depth of experience in all commercial areas including auditing, financial and management accounting, taxation, company and commercial law, cost accounting and the design and operation of management information systems. All his work experience has been in the developing countries of Asia and Africa.

Mr. Nangalia possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company’s businesses. Considering his diverse experience, professional competence and extensive knowledge, his induction on the Board will be in the overall interest of the Company.

He has confirmed his eligibility for appointment as Independent Director of the Company under section 164 of the Act and has given consent to act as Independent Director. The Company has also received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which 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. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. His name is also registered in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 160 of the Act, the Company has received a notice in writing from him proposing his candidature to be appointed as Independent Director as per the provisions of the Act. In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mr. Ratan Lal Nangalia be appointed as Independent Director for a term of five consecutive years i.e. from 10th August, 2023 upto 9th August, 2028.

Pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members, by way of a special resolution is required for the appointment of a person who has attained the age of seventy-five (75) years as a non-executive director. Mr. Ratan Lal Nangalia (DIN: 07268034), who is proposed to be appointed as a Non-Executive, Independent Director of the Company will attain the age of Seventy-Five (75) years during his term of office i.e. on 12th March, 2024. Accordingly his continuation of Directorship as an Independent Director, with effect from 10th August, 2023 till the expiry of his tenure i.e. 9th August, 2028 requires the approval of members by way of a special resolution.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and is also available on the website of the Company at www.hindusthanurban.com. Mr. Ratan Lal Nangalia is interested in the resolution set out at item no.3. Further, his relatives are also deemed to be interested in the respective resolutions, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Special Resolution set out at item no.3 of the Notice for approval of the Members.

ITEM NO. 4

Mr. Raghavendra Anant Mody was re-appointed as a Chairman & Whole-time Director of the Company for a period of three years with effect from 3rd October, 2020. The members of the Company approved his re-appointment, as well as the terms of appointment and remuneration payable to him at the Sixtieth Annual General Meeting of the Company held on 18th September, 2020. The existing term of Mr. Raghavendra Anant Mody will expire on 2nd October, 2023.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at their meeting held on 10th August, 2023, re-appointed Mr. Raghavendra Anant Mody as the Chairman & Whole-time Director of the Company for a further period of three years with effect from 3rd October, 2023, liable to retire by rotation, and approved the terms of appointment including remuneration payable to him. The re-appointment of Mr. Raghavendra Anant Mody and his terms of appointment including remuneration is subject to approval by the members of the Company, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board therefore recommends his re-appointment as Chairman & Whole-time Director, as proposed in Resolution no. 4 by way of a special resolution. The principal terms and conditions of re-appointment including remuneration are stated in Resolution No.4 of the Notice.

Mr. Raghavendra Anant Mody satisfies all the conditions set out in Part –I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified from being a Director in terms of Section 164 of the Act. Mr. Raghavendra Anant Mody has provided his consent for such re-appointment and has also confirmed that he is not debarred from holding the office of Director under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provisions, if any.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Raghavendra Anant Mody as specified above, are now placed before the Members for their approval. A copy of the draft Letter of Appointment, setting out terms and conditions of his appointment, is also available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM . The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members. Except for Mr. Raghavendra Anant Mody and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures and information as required under Schedule V of the Act and Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM NO.5

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company at the general meeting. The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. J.K. Kabra & Co., Cost Accountants, (Firm Registration No. 000009), as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products covered by Central Excise Tariff Act, manufactured by the Company, for the financial year ending 31st March, 2024, at a remuneration of Rs. 31,500/- (Rupees Thirty One Thousand Five Hundred Only) per annum exclusive of out of pocket expenses incurred during the course of audit for visit to Company's work plus applicable taxes. Approval of the members is being sought for the proposal contained in the resolution set out at item no. 5 of this notice. None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution set out at item no. 5 of this Notice, for approval of the members.

Additional information on directors recommended for appointment / reappointment as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2

Name of the Director	Mr. Deepak Kejriwal	Mr. Ratan Lal Nangalia	Mr. Raghavendra Anant Mody
Directors Identification Number (DIN)	07442554	07268034	03158072
Date of Birth	3 rd August, 1966	12 th March, 1949	8 th September, 1990
Original date of appointment	31 st August, 2017	10 th August, 2023	1 st December, 2018
Qualifications	<ul style="list-style-type: none"> • Fellow Member of the Institute of Chartered Accountants of India • Bachelor degree in Commerce 	<ul style="list-style-type: none"> • Fellow member of the Chartered Institute of Cost and Management Accountants, England • Fellow member of the Tanzania Association of Accountants • Associate member, Institute of Chartered Secretaries and Administrators. England • Associate member, Institute of Chartered Accountants of India • Registered with the National Board of Accountants and Auditors of Tanzania as an Authorised Auditor. • Bachelor of Commerce, University of Rajasthan 	Bachelor degree in Commerce
Brief resume of the Director	Mr. Deepak Kejriwal is a Managing Director of the Company. He is looking after overall finance and operations of the Company. He joined the Company in 2003 and has held a number of senior roles within the Company.	Mr. Ratan Lal Nangalia is a qualified accountant with over 40 years of experience. His career pattern reveals a depth of experience in all commercial areas including auditing, financial and management accounting, taxation, company and commercial law, cost accounting and the design and operation of management information systems. All his work experience has been in the developing countries of Asia and Africa. Assignments handled by Mr. Nangalia have included: audits and internal audits of large multinational and local companies; internal audits to review utilisation of funds by	Mr. Raghavendra Anant Mody Chairman and Whole-time Director of the Company is a next generation Leader & entrepreneur bringing fresh vision. He believes and contributes in building an organization with strong human capital having a startup culture through communication, openness & transparency. He emphasises on the responsibility towards stakeholders 'well-being & strictly adhering to the core values & value system in the company. He leads change by building strong systems & processes & passionate about research & education, thorough understanding of core finance & risk and an interest in marketing - the third generation of the promoter's family through

		a large number of international donor-funded projects; preparation of statement of affairs for various donor agencies (including USAID, NORAD, SIDA, DANIDA, FINNIDA); complete responsibility for financial accounting, costing and budgetary control in large manufacturing and trading organisations; valuation of company shares and; taxation and company secretarial services to a vast MNC clientele.	strategic management is bound to grow the company in a stable way.
Nature of expertise in specific functional area	» Financial Management » Operations Management	» Accounting and Auditing- Conducting audits and internal audits of an extensive range of clients including manufacturing industries, oil exploration companies, international donor agencies, large multinationals and small national companies; » Advisory services on legal, tax and company secretarial matters; » Operations Management » Financial and Risk Management » Responsible for personnel and office administration.	» Leader & entrepreneur bringing fresh vision » Strategic Leadership and management experience » Research & Education » Financial and Risk Management » Industry and sector experience
Remuneration drawn during FY 2022-23	As mentioned in Corporate Governance Report which forms part of the Annual Report for the FY 2022-23	Not Applicable	As mentioned in Corporate Governance Report which forms part of the Annual Report for the FY 2022-23
Number of Meetings of Board attended during FY 2022-23	5	Not Applicable	2
Shareholding including shareholding as a beneficial owner	05 Equity shares	NIL	4182 Equity shares
Terms and conditions of re-appointment and remuneration	Liable to retire by rotation	Approval of members is sought for appointment as an Independent Director of the Company for five consecutive years with effect from 10 th August, 2023 to 9 th August, 2028	Approval of members is sought for his re-appointment as the Chairman & Whole-time director for a further period of three years with effect from 3 rd October, 2023.

Relationship between Directors inter-se	None	None	None
Directorships held in other listed entities	None	None	Pradyumna Steels Limited
Membership/ Chairmanship of committees in other listed entities	None	None	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	As per the explanatory statement for resolution under Item No. 3	Not Applicable

The statement containing additional information as required under Section-II of Part – II of Schedule-V of the Act:

I. General Information

1.	Nature of Industry	Manufacturing of Electrical Equipments including other electrical equipments			
2.	Year of commencement of commercial production	1960			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.			
4.	Financial performance based on given indicators.	Amount (In lakhs)			
		Standalone		Consolidated	
		FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
	Financial Parameters				
	Sales	21511.26	28733.56	57724.59	73003.73
	Profit/(Loss) before depreciation	(431.09)	(652.05)	(5236.95)	2051.61
	Depreciation	1148.76	1388.90	2745.95	2912.66
	Profit/(Loss) after depreciation, but before provision for tax & exceptional item	(1579.85)	(2040.95)	(7982.90)	(861.05)
	Net Profit/(Loss)	(1057.97)	(1263.52)	(5806.80)	(376.02)
	EPS	(73.32)	(87.57)	(265.88)	(51.59)

5. Foreign investments or collaborations, if any: None

II. Information about appointee

S.N.	Particulars	Mr. Raghavendra Anant Mody
1.	Background Details	Mr. Raghavendra Anant Mody Chairman and Whole-time Director of the Company is a next generation Leader & entrepreneur bringing fresh vision. He believes and contributes in building an organization with strong human capital having a startup culture through communication, openness & transparency. He emphasizes on the responsibility towards stakeholders' well-being & strictly adhering to the core values & value system in the company. He leads change by building strong systems & processes & passionate about research & education, thorough understanding of core finance & risk and an interest in marketing - the third generation of the promoter's family through strategic management is bound to grow the company in a stable way.
2.	Past Remuneration	As mentioned in Corporate Governance Report which forms part of the Annual Report for the FY 2022-23
3.	Recognition or Awards	None

4.	Job-profile and his suitability	Responsible for overall business management and operation of the Company.
5.	Remuneration proposed	Rs. 1.85 Crores per annum
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration of the appointee Mr. Raghavendra Anant Mody is fully justifiable and comparable to the prevailing remuneration being paid in the industry, keeping in view his profile, enriched knowledge and vast experience besides position of the appointee.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel or other director, if any.	No relation with any director or KMP of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits.	Company having an Operating Profit Before Depreciation, Finance Cost, Exceptional Items and Tax is Rs 1557.03 Lakhs. Due to finance cost of Rs 1988.12 Lakhs & Depreciation of Rs 1148.76 Lakhs company having a loss of Rs 1579.85 Lakhs.
2.	Steps taken or proposed to be taken for improvement	<p>Company management is continuously focussed on reducing the rejection rate in production process which is normally happened in Insulators making industry. Due to that company will be able to save direct cost Rs 2.16 Crores per annum (i.e. if company reduce rejection rate by 1% of its production capacity per month for which company will be able to save Rs 18.00 Lakhs per month)</p> <p>Company will be planning to use Clean Energy up to 60% of total power consumed and it will save power & fuel cost by Rs 3.36 Crores per annum as compared to financial year ended on 31.03.2023 under which it had used Clean Energy of 37.59% of total power consumed due to that company had saved Rs 63.48 Lakhs.</p> <p>Company has introduced its newly developed product i.e., Porcelain Long rod Insulator for which company get the approval from prominent utility viz. MSETCL and OPTCL to supply the same. There are some approvals which are under process with good reputed companies which in turn would further add up to the volumes. Due to that company will be expecting additional sell of 250 Ton of Insulators per month (i.e. 3000 Ton per annum) having an addition of net income of Rs 3.00 Crores per annum.</p>
3.	Expected increase in productivity and profits in measurable terms.	In view of above, company will increase 3000 Ton per annum as change in product mix due to newly developed product. Overall profit increased by Rs 8.52 Crores per annum due to reduce in rejection rate, use of clean energy and change in product mix.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 27th September, 2023 at 9:00 A.M. and ends on Friday, 29th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

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 and joining virtual meeting 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 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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 or joining virtual meeting & voting during the meeting.2. 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.jsp3. 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

	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility 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 or joining virtual meeting & voting during the meeting.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 fcsbankaj@gmail.com 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 or call on 022-48867000 and 022-24997000 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

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 compliances@skylinerta.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 compliances@skylinerta.com. If you are an Individual shareholder 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:-

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member

login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@hindusthan.co.in between 24th September, 2023 (9.00 a.m. IST) and 26th September, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Members will get confirmation on first cum first basis depending upon the provision made by the client. Members will receive “speaking serial number” once they mark attendance for the meeting.
8. Other shareholder may ask questions to the panelist, via active chat-board, if provided, during the meeting.
9. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.