



BINNY LIMITED

Estd 1799

CIN No. : L 171111TN1969PLC005736

SEC/2024-25/SE/026

July 13,2024

The Manager-Corporate Service Department
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code: 514215

Dear Sir/Madam,

Sub.: Notice calling Extra-Ordinary General Meeting

This is to inform that Extra-Ordinary General Meeting (EGM) of the Members of the Company has been scheduled to be held on Monday, 29th July,2024 at 11:00 A.M through Video Conference(VC) and Other Audio-Visual Means (OVAM) to approve the businesses as set out in the EGM Notice. The Notice calling the EGM is enclosed herewith for your information and record.

The Exchange is requested to take the same on record.

Thanking You,
Yours Faithfully,

For **BINNY LIMITED**

M. Nandagopal

M. Nandagopal
Managing Director & Executive Chairman
Encl:aa

Regd. Office :

No. 1, Cooks Road, Perambur, Chennai - 600 012.

Tel No. : 044-2662 1053, Fax : 044-2662 1056 e-mail : binnyho@binnyltd.in

GSTIN: 33AAACB2529G1Z6 Website: www.binnyltd.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ("EGM") of the members of the Company will be held on Monday, 29th July 2024 at 11.00 A.M. Through Video Conference and Other Audio-Visual Means facility, to transact the following business:

SPECIAL BUSINESS:

Item No.1:

Regularization of Additional Director, Mrs. SUMATHI (DIN:01711082) as Non-Executive and Non-Independent Director of the Company.

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

"RESOLVED THAT Mrs. SUMATHI (DIN:01711082), who was appointed as an Additional Director who holds office upto the date of this Extra-ordinary General Meeting in terms of Section of the Company by the Board of Directors with effect from 30TH April,2024 as per 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company."

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Item No.2:

Regularization of Additional Director, MR. NATE NANDHA (DIN: 00058969) as Non-Executive and Non-Independent Director of the Company.

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

"RESOLVED THAT Mr.NATE NANDHA (DIN:00058969), who was appointed as an Additional Director who holds office upto the date of this Extra-ordinary General Meeting in terms of Section of the Company by the Board of Directors with effect from 30TH April,2024 as per 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his

candidature for the office of Director, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No.3:

Regularization of Additional Director, MR. VENKATARAMANAN JAYARAMAN (DIN: 02760990) as Non-Executive and Independent 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** Mr. Venkataramanan Jayaraman (DIN: 02760990) who was appointed as an Additional Director (Independent and Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the with effect from 14th May,2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ((SEBI Listing Regulations’) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company (on in force).”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being read Directors) Rules, with 2014, and Schedule IV to the Act, the Companies (Appointment and Qualification of as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mr.R.Mayilvaganan, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from 14TH May,2024 to 13th May,2029, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.4:

Regularization of Additional Director, MR. R.MAYILVAGANAN (DIN: 10426913) as Non-Executive and Independent 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 Mr. R Mayilvaganan (DIN: 10426913) who was appointed as an Additional Director (Independent and Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the with effect from 14th May,2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ((SEBI Listing Regulations') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company (on in force)."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being read Directors) Rules, with 2014, and Schedule IV to the Act, the Companies (Appointment and Qualification of as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mr.R Mayilvaganan, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from 14TH May,2024 to 13th May,2029, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**On behalf of the Board
For Binny Limited**



**M Nandagopal
Executive Chairman
DIN:00058710**

Place: Chennai

Date: 06th July,2024

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2021 dated 13th January,2021, The forthcoming Extra Ordinary General Meeting (EGM) will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021,the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. The Board of Directors of the Company has appointed Mr. R.Kannan, Senior Partner of Ms.KRA Associates, Practicing Company Secretaries), as Scrutiniser to conduct the e-voting process in a fair and transparent manner.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020, the Notice calling the EGM has been uploaded on the website of the Company at www.binnyltd.in. The Notice can also be accessed from the website of the Stock Exchange

i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e.www.evotingindia.com.

8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dt. 15.06.2020, MCA Circular 22/2020 dt. 28.09.2020, MCA circular 39/2020dt. 31.12.2020, MCA circular 10/2021 dt.23.06.2021 and 20/2021 dt. 08.12.2021.;

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:

- (i) The voting period begins on **26th July,2024, at 9.00 a.m. and ends on 28th July,2024 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **22nd July, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meeting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see 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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
<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 022-23058738 and 22-23058542-43.</p>
<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 toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; binny@binnyltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **binny@binnyltd.in**. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at binny@binnyltd.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Aadhaar Card) by email to **Company(binny@binnyltd.in)/RTA email id (investor@cameoindia.com)**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item No. 1 to 4 of the accompanying Notice:

Item No. 1:

Regularization of Additional Director, Mrs. SUMATHI (DIN: 01711082) as Non-Executive and Non-Independent Director of the Company.

Mrs. Sumathi was appointed as an Additional Director of the Company at the Board Meeting held on 30th April,2024. In terms of Section 161(1) of the Companies Act, 2013.

Pursuant to the provision of Section 161 of the Companies Act,2013, Mrs,Sumathi, holds office up to the date of the next Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee,is of the view that the appointment of Mrs Sumathi on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.1 for approval by the members of the Company.

Except Mr. M.Nandagopal,Managing Director and Executive Chairman none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

Item No.2:

Regularization of Additional Director, MR. NATE NANDHA (DIN: 00058969) as Non-Executive and Non-Independent Director of the Company.

Mr.Nate Nandha was appointed as an Additional Director of the Company at the Board Meeting held on 30th April,2024. In terms of Section 161(1) of the Companies Act, 2013.

Pursuant to the provision of Section 161 of the Companies Act,2013, Mr.Nate Nandha, holds office up to the date of the next Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee,is of the view that the appointment of Mr.Nate Nandha on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No.2 for approval by the members of the Company.

Except Mr. M.Nandagopal,Managing Director and Executive Chairman none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The board recommends the said resolution No. 2 to be passed as an ordinary resolution.

Item No.3:

Regularization of Additional Director, MR. VENKATARAMANAN JAYARAMAN (DIN: 02760990) as Non-Executive and Independent Director of the Company.

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mr.R.Mayilvaganan (DIN: 02760990) as an Additional Director (Independent Director) of the Company, with effect from 14th May,2024 under Section 149,150 and 152 of the Companies Act 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr.R.Mayilvaganan shall hold office up to the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier. Mr.R.Mayilvaganan is eligible to be appointed as an Additional and Independent Director for a term of up to 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mr.R.Mayilvaganan signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mr.R.Mayilvaganan.

In the opinion of the Board, Mr.R.Mayilvaganan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations) for being eligible for his appointment. Mr.R.Mayilvaganan not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board noted that Mr.R.Mayilvaganan's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee) and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

-More than three decades of overall experience in Functional Domain like Audit, Income Tax, GST,TDS, ROC Compliances as well as Accounting in various Manufacturing industries and Trading organizations.

-Extensive experience in Audit of Banks, Limited Companies, Firms, Individuals, Trusts etc and handling internal audits.

.IT-Savvy & having implementation experience in Oracle Applications (ERP) 11i(GL,AR,AP & FA)

Consent of the shareholders by passing a Special Resolution is required in this regard.

The resolution seeks the approval of members for the appointment of Mr.R.Mayilvaganan as an Independent Director of the Company from May 14, 2024 to May 13, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.R.Mayilvaganan as an Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel (KMP) or their relatives except Mr.R.Mayilvaganan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of Members.

Item No.4:

Regularization of Additional Director, MR. R.MAYILVAGANAN (DIN: 10426913) as Non-Executive and Independent Director of the Company.

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mr.R.Mayilvaganan (DIN: 10426913) as an Additional Director (Independent Director) of the Company, with effect from 14th May,2024 under Section 149,150 and 152 of the Companies Act 2013.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr.R.Mayilvaganan shall hold office up to the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier. Mr.R.Mayilvaganan is eligible to be appointed as an Additional and Independent Director for a term of up to 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mr.R.Mayilvaganan signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mr.R.Mayilvaganan.

In the opinion of the Board, Mr.R.Mayilvaganan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations) for being eligible for his appointment. Mr.R.Mayilvaganan not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board noted that Mr.R.Mayilvaganan's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee) and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

-Technically associated with inGenDynamics, USA, specializing in Artificial Intelligence, Robotics and Surveillance and excavation, earth moving contracts with reputed companies for limestone and iron ore mining and also in real estate

Consent of the shareholders by passing a Special Resolution is required in this regard.

The resolution seeks the approval of members for the appointment of Mr.R.Mayilvaganan as an Independent Director of the Company from May 14, 2024 to May 13, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation. The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr.R.Mayilvaganan as an Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel (KMP) or their relatives except Mr.R.Mayilvaganan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 4

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of Members.

Additional Information

Item No.3 Details of Director Seeking Appointment

{Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings}

Name of the Director	Mr.Venkataramanan Jayaraman
DIN	02760990
Date of Birth/Age	17/06/1958 / 66 years
Date of First Appointment on the Board	14 th May,2024
Qualifications:	Degree in B.Sc. Physics (University of Madras) & Fellow of Chartered Accountant (FCA) MA & M.Phil (Sanskrit)
Expertise in Specific Functional Areas	Audit of Banks, Limited Companies, Firms, Individuals, Trusts etc and handling internal audits
Skills and Capabilities required for the role and the manner in which the Directors meet the requirements	The NRC (Nomination and Remuneration Committee) has determined criteria to be Considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.
Terms and Conditions of Appointment	Appointment as an Independent Director for a period of 5 Consecutive Years effective from 14 th May,2024 to 13 th May,2029 and shall not be liable to retire by rotation.
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
Directorships in other listed Companies	Nil
Membership/Chairpersonship of Committees in Other Listed Companies	Not Applicable
Listed Entities from which the Director has resigned from Directorship in the last 3 (three) Years	Not Applicable
No.of Board Meetings attended during the FY 2024-25	Not Applicable
Inter-se relationship with other Directors/Key Managerial Personnel of the Company	None
No.of Shares held:	
(a) Own:	Nil
(b) For other persons on a beneficial basis	Nil

Item No.4 Details of Director Seeking Appointment

{Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings}

Name of the Director	Mr. R Mayilvaganan
DIN	10426913
Date of Birth/Age	17/08/1965 & 58 Years
Date of First Appointment on the Board	14th May,2024
Qualifications:	B.A.(History)
Expertise in Specific Functional Areas	Technically associated with inGenDynamics, USA , specializing in Artificial Intelligence, Robotics and Surveillance and excavation, earth moving contracts with reputed companies for limestone and iron ore mining and also in real estate
Skills and Capabilities required for the role and the manner in which the Directors meet the requirements	The NRC (Nomination and Remuneration Committee) has determined criteria to be Considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.
Terms and Conditions of Appointment	Appointment as an Independent Director for a period of 5 Consecutive Years effective from 14 th May,2024 to 13 th May,2029 and shall not be liable to retire by rotation.
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
Directorships in other listed Companies	Nil
Membership/Chairpersonship of Committees in Other Listed Companies	Not Applicable
Listed Entities from which the Director has resigned from Directorship in the last 3 (three) Years	Not Applicable
No.of Board Meetings attended during the FY 2024-25	Not Applicable
Inter-se relationship with other Directors/Key Managerial Personnel of the Company	None
No.of Shares held:	
(a) Own:	Nil
(b) For other persons on a beneficial basis	Nil