



SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444

Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001

E-mail : cs@sarveshwarrice.com

Contact No. : 01923-220962

Ref no.:

Date:

Date: 21st May, 2025

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex
Bandra (E), Mumbai 400051

Listing Compliance Department
BSE Limited
PhirozeeJeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

Symbol: SARVESHWAR

Scrip Code : 543688

Subject: Postal Ballot Notice

Dear Sir/ Madam,

In compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice which has been dispatched to the shareholders for seeking approval of Members of the Company through remote E-voting only (Voting through Electronic means) for the below mentioned resolutions:

1. **Increase in authorized share capital and consequent alteration to the capital clause of the memorandum Of association to consider and pass the resolution as an ordinary resolution.**
2. **Payment of remuneration to Mr. Rohit Gupta (Din: 02715232) to Non-Executive director of the company.**

The e-voting facility for Postal Ballot will be available during the following period:

Commencement of E-voting	End of E-voting
From 9:00 A.M of 22 nd May, 2025	Up to 5:00 P.M of 20th June, 2025

The Company has fixed Friday, 16th May, 2025 as the "Cut-off-Date" for the purpose of determining the shareholders eligible to vote on the resolutions set out in the Notice of the Postal Ballot, which is attached herewith.

We request you to take the same on record.

For on and behalf of
SARVESHWAR FOODS LIMITED

Sadhvi Sharma
Company Secretary and Compliance officer



Sarveshwar Foods Limited

[CIN : L15312JK2004PLC002444]

Regd. Office: Sarveshwar House Below Gumat, Jammu, Jammu & Kashmir, 180001

|Tel: 0191-2483981 / 2481954|

|Web : www.sarveshwarfoods.com|

E-mail: investorrelations@sarveshwarrice.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

All Members,

SARVESHWAR FOODS LIMITED

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ["Act"] including Rules made there under ["Rules"], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ["SS-2"] read with the guidelines prescribed by the Ministry of Corporate Affairs ["MCA"] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA ["Circulars"], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolution, as appended below, is proposed to be passed by the Members via Postal Ballot [through remote e-voting] and is followed by its Explanatory Statement(s) in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted.

The Board of Directors has appointed Mr. Suresh Kumar Pillay, a Practicing Company secretary (C.P NO – 21089) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final. The Company has engaged the services of Big share Private Limited ("Big share") or "Registrar and Transfer Agent") as the agency to provide e-voting facility

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Thursday, May 22, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, June 20, 2025

The Scrutinizer will submit his report to the chairman of the Company (the “Chairman”) or any other duly authorized person of the Company after the receipt of assent or dissent of the Members. The result of the Postal Ballot (including E—voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 24th June, 2025. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website <https://sarveshwarfoods.com/> and also of share transfer agent and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and Bombay Stock Exchange Limited in accordance with the provisions of SEBI Listing Regulations.

Special Business

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION TO CONSIDER AND PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

To consider and pass the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to Section 61 and 64 of the Companies Act, 2013 and Rules made there under, the Authorized Share Capital of the Company will be increased from Rs.1200000000/- (Rupees one hundred twenty crores only) divided into 1200000000 (one hundred twenty crores only) Equity shares of Re.1/- (Rupee one only) each aggregating to Rs.1200000000/- (Rupees one hundred twenty crores only) to Rs.1600000000/- (Rupees one hundred sixty crores only) divided into 1600000000 (one hundred sixty crores only) Equity shares of Re.1 /- (Rupee one only) each aggregating to Rs.1600000000/- (Rupees one hundred sixty crores only) by further creation of additional 400000000 (Forty crores only) Equity shares of Re.1/- (Rupee one only) each ranking paripassu with the existing Equity shares of the Company in all respects and that existing Clause V of the Memorandum of Association of the Company be altered accordingly by substituting following new Clause V:

“**The Authorized Share Capital of the Company is Rs.1600000000 / - (Rupees one hundred sixty crores only) divided into 1600000000 (one hundred sixty crores only) Equity Shares of Re.1/- each (Rupee one only).**”

Resolved further that the board of directors of the Company or Company Secretary be and are hereby authorized to file necessary e-forms with Registrar of Companies and to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to the above resolution.

2. PAYMENT OF REMUERNATION TO MR ROHIT GUPTA (DIN: 02715232) TO NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto and the other relevant provisions, rules, regulations and guidelines and Nomination and remuneration policy and recommendation of Nomination and Remuneration committee and as may be applicable from time to time, approval of the Company be and is hereby accorded for payment of remuneration of 18,00,000 per annum to Mr. Rohit Gupta DIN: 02715232, a non-executive Director (along with other remuneration as may be applicable to the directors of the Company who are neither managing directors nor whole-time directors) for financial year 2024-2025 , 2025-2026, 2026-2027 respectively , and

approval of the Company to the payment of remuneration as aforesaid, in case his remuneration exceeds fifty per cent of the total annual remuneration payable to all the non-executive directors of the Company taken

together, during the financial year ending 31st March 2025, 31st March, 2026 and 31st March 2027, and approval of the Company also further accorded to the payment of remuneration, which is over and above the limit of one percent of the net profits on the remuneration for all the directors who are neither managing directors nor whole-time directors and also over and above the limit, on total managerial remuneration, of eleven percent of the net profits specified in Section 197 of the said Act, in respect of any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary thereof, be and is hereby authorized to do all such acts, deeds and things, as may be deemed necessary to give effect to this resolution and for the matters connected herewith or incidental hereto.

Registered Office:

Sarveshwar House, below Gumat, Jammu & Kashmir India -180001

CIN: L15312JK2004PLC002444

Tel. No. 0191-2483981

Website: <https://sarveshwarfoods.com/>

E-mail: cs@sarveshwarrice.com

Date: 20-05-2025

Place: Jammu

By the Order of Board of Directors
For Sarveshwar Foods Limited

Sd/-

Sadhvi Sharma

Company Secretary and Compliance Officer

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013(Act), setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice, is annexed hereto.
2. The Board has appointed Suresh Kumar Pillay, Practicing Company Secretary(C.PNO– 21089) as, as the scrutinizer (**“Scrutinizer”**) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) as on 16th May,2025 . A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appearing the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (**“NSDL”**) / Central Depository Services (India) Limited (**“CDSL”**) as on 16 May, 2025 in accordance with the provisions of the Companies Act, 2013, read with Rules made there under and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021.
5. Members may note that this Postal Ballot Notice will also be available on the Company’s website i.e. <https://sarveshwarfoods.com/>
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
7. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 read with relevant rules there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with relevant SEBI Circulars, the Company is pleased to provide to its members, facility to exercise their right to vote on the proposed resolution(s) by electronic means and the business may be transacted through remote e-voting services by Bigshare. The detailed instructions for remote e-voting are given in this Postal Ballot Notice.
8. To facilitate members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at charmi@bigshareonline.com
Member(s) may also intimate the same to the Company by writing an email at cs@sarveshwarrice.com.
The members shall provide the following information in the email.

Full Name:

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to charmi@bigshareonline.com or cs@sarveshwarrice.com.
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with the concerned Depository Participants and in respect of their physical holdings, with the Company's Share Transfer Agent that is charmi@bigshareonline.com
 - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 16th May 2025.
10. In compliance with Sections 108 and 110 of the Act and the rules made there under, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 24th June, 2025 and will also be displayed on the Company website <https://sarveshwarfoods.com/> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.
12. Members can also contact to concerned person of Secretarial and Compliance Department of the company to resolve any grievances with regard to voting by Postal Ballot., Email Id: cs@sarveshwarrice.com, Phone number – +91 8899248539
13. This Postal Ballot Notice is also placed on the website of the company <https://sarveshwarfoods.com/>
14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

15. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 20th June, 2025 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
16. A member cannot exercise his vote by proxy on Postal Ballot.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper having wide circulation in the district where the Registered Address of the Company is situated (in English language) and one regional daily newspaper circulating in Jammu.
19. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are given in this Notice. E-Voting will commence on 22th May, 2025 at 9:00 a.m. and will end on 20th June, 2025 at 5:00 p.m. E-Voting shall not be allowed beyond the said time and date.
20. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail ids with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Bigshare to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on 22nd May, 2025(9:00 A.M IST) and ends on 20th June, 2025(5:00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th May , 2025 may cast their vote electronically. The e-voting module shall be disabled by Big share for voting thereafter.
- ii. 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.

- iii. 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.

1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Votewebsite for casting your vote during the remote e-voting period.
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 BIGSHARE and you will be re-directed to i-Votewebsite for

	<p>casting your vote during the remote e-Voting period.</p> <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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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.</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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Dematmode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or

voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
 - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No –1 :

The Current Authorized Capital of the Company is Rs. 120,00,00,000 (Rupees One Hundred Twenty Crores) consisting of 120,00,00,000 (Rupees one hundred twenty Crores) Equity Shares of Re.1/- (Rupee One) each. In alignment with strategic objectives and to facilitate future plans of the Company, the Company proposes to increase its authorized share capital to Rs. 160,00,00,000 (Rupees One hundred sixty Crores) consisting of 160,00,00,000 (One Hundred sixty Crores) Equity Shares of Re.1/- (Rupee One) each. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No.1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

Item No – 2:

Mr. Rohit Gupta was appointed as an Director (Non-Executive) on the Board of the Company by the Board of Directors ("Board") with effect from August 26, 2019. The members of the Company had at their Annual general meeting held on September 27, 2019, approved the said appointment. The members may note that the remuneration payable to Mr. Rohit Gupta as per Nomination and remuneration policy and recommendation of Nomination and Remuneration committee was latest approved by the Board at their meeting held on May 20, 2025.

The Non-Executive Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, business strategy, finance and corporate governance. In order to do justice to their contribution and attract and retain such directors it is necessary to remunerate them adequately. The company hereby proposed to pay Mr. Rohit Gupta (non – executive director) the annual remuneration of Rs. 18,00,000 during the financial year ending 31st March 2025, 31st March, 2026 and 31st March 2027 and were also the aggregate remuneration that may be paid to such Directors may exceed one percent of the net-profits of the Company in a financial year. This resolution enables such payment, in accordance with the total managerial remuneration permitted from time to time under Section 197 of the Companies Act, 2013 or Rules made there under or any statutory modifications thereof. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings. The Board recommends the adoption of the Special Resolution placed before the shareholders in this regard and approval of the Company be and is hereby also accorded to the payment of remuneration as aforesaid, in case his remuneration exceeds fifty per cent of the total annual remuneration payable to all the non-executive directors of the Company taken together, during the financial year ending 31st March 2025, 31st March, 2026 and 31st March 2027.

Mr. Rohit Gupta is interested in the special resolution set out at Item No. 2 of the Notice with respect to his remuneration. The relatives of Mr. Rohit Gupta may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 2 of the Notice.

The Board recommends the special resolution set out at Item No. 2 of the Notice for approval by the members