

S Chand And Company Limited

(CIN: L22219DL1970PLC005400)

Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044

Email: investors@schandgroup.com | Website: www.schandgroup.com

Tel: +91 11 49731800 | Fax: +91 11 49731801

NOTICE

NOTICE is hereby given that the 51st Annual General Meeting ("**AGM**") of Members of S Chand And Company Limited ("**Company**") will be held on Wednesday, 28th September, 2022 at 11:30 am through video conferencing to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of Auditors thereon.
3. To appoint a Director in place of Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSSES:

4. **To consider and refix the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.**

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

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the members at their Extra Ordinary General Meetings held on February 26, 2014 & August 31, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of The Companies Act, 2013 [including any statutory modification(s) or any amendment(s) or any substitution(s) or re-enactment(s) thereof, if any, for the time being in force] read with rules made thereunder and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to borrow from time to time, any sum or sums of monies, whether secured or unsecured, upon such terms & conditions as the Board may think fit, such that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not at any time exceed INR 325.00 crores (Rupees Three Hundred and Twenty Five Crore Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher."

5. **To consider and refix the limits towards creation of charge on the assets of the Company under section 180 (1) (a) of the Companies Act, 2013.**

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

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the members at their Extra Ordinary General Meetings held on February 26, 2014 & August 31, 2016 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 [including any statutory modification(s) or any amendment(s) or any substitution(s) or re-enactment(s) thereof, if any, for the time being in force] read with rules made thereunder and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such mortgages, charges and hypothecations as may be necessary on the movable and immovable assets of the Company, both present and future, in such manner as the Board may deem fit, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, NBFC's, other bodies corporate and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee loans/foreign currency loans, debentures, bonds and other instruments (hereinafter referred to as "Loans") provided that the total amount of Loans including the existing Loans for which the charge is already created together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed INR 325.00 crores (Rupees Three Hundred and Twenty Five Crore Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher."

Date: August 09, 2022

Place: New Delhi

By Order of the Board
S Chand And Company LimitedSd/-
Jagdeep Singh
Company Secretary
Membership No. A15028

Notes:

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 ("the Act"), which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the special businesses as set out under Item No. 4 & 5, being considered unavoidable, be transacted at the AGM.
2. In view of the ongoing Covid-19 pandemic and pursuant to the Ministry of Corporate Affairs General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 02/2022 dated May 05, 2022 ("MCA Circulars"), the Company is convening this AGM through video conferencing without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110044.
3. Pursuant to the provisions of the Act, a member 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 through video conferencing pursuant to the MCA Circulars, the physical attendance of members has been dispensed with. Accordingly, the facility of appointing proxies by the members will not be available for the AGM.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend, vote during the meeting through video conferencing on its behalf or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at investors@schandgroup.com and to its RTA at instameet@linkintime.co.in.
5. Members may avail nomination facility as provided under Section 72 of the Act.
6. Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, the information about the Director proposed to be re-appointed is given in the **Annexure I** to this Notice.
7. The Company hereby requests Members to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, Bank details etc. to their respective Depository Participant(s) or with M/s. Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company.
8. Electronic copy of the notice of AGM and Annual Report for the financial year ended March 31, 2022 are being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) as on August 26, 2022. Please note that pursuant to the aforesaid MCA Circulars and the Securities and Exchange Board of India circular dated May 12, 2020, January 15, 2021 and May 13, 2022 there would not be any physical dispatch of notice of AGM and Annual Report through post/courier. The members may further note that the notice of AGM and Annual Report for the financial year ended March 31, 2022 will also be available on the Company's website at www.schandgroup.com, website of the stock exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
9. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. 11:15 A.M. to 11.45 A.M. and will be available for at least 1000 members on a first-come-first-served basis. This rule of first-come-first-served basis would not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel and auditors.
10. The institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
11. Voting through electronic means:
 - I. The Company, in compliance of provisions of Section 108 of the Act, Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 51st AGM by remote e-voting or through an electronic voting system during the meeting.
 - II. The facility of casting votes by Members using an electronic voting system and remote e-voting will be provided by Link Intime India Private Limited ("Link Intime").
 - (i) The remote e-voting period begins on Saturday, September 24, 2022 at 9:00 A.M. and ends on Tuesday, September 27, 2022 at 5:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter.
 - (ii) The instructions for e-voting are given in the **Annexure II** to this Notice.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

12. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
13. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 21, 2022 may obtain the login ID and password by sending a request at delhi@linkintime.co.in or investors@schandgroup.com.
14. 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.
15. Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the members through electronic mode.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. Mr. R. S. Bhatia, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the electronic voting process during the AGM in a fair and transparent manner.
18. The Scrutinizer after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and uploaded on the Company's website at www.schandgroup.com as well as on the website of Link Intime after the same is declared by the Chairman/ authorized person. The results shall also be simultaneously forwarded to the stock exchanges.
20. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above, or with the Company Secretary, at the Company's Registered Office. Pursuant to Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), Mr. Jagdeep Singh has been appointed as the Nodal Officer of the Company. The details of the Nodal Officer and the unpaid and unclaimed amounts are available on the website of the Company at www.schandgroup.com. 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, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5

As per the provisions of section 180 (1) (c) of The Companies Act 2013 ("the Act"), borrowing powers of the Company are to be exercised by the Board of Directors of the Company but where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital, free reserves and securities premium, (apart from temporary loans obtained from the company's bankers in the ordinary course of business), the approval of the members of the Company by way of a special resolution is required.

The aggregate amount of Company's paid up share capital, free reserves and security premium as on March 31, 2022 is INR 678.67 Crores while the present borrowing limits of the Company as approved by the members of the Company at their Extra Ordinary General Meeting held on August 31, 2016 is INR 325.00 crores (Rupees Three Hundred and Twenty Five Crores Only). The present borrowing limits is just half of the aggregate amount of Company's paid up share capital, free reserves and security premium as on March 31, 2022. The present limit of the borrowing was fixed by the members in 2016, when the aggregate of share capital, free reserves and securities premium was less than INR 325.00 crores, to enable the Company to borrow in excess of its then share capital, free reserves and securities premium which was inadequate considering the requirement of funds by the Company.

Further, the present limits of the Company for creating charge on the assets of the Company under section 180(1) (a) of the Act, as approved by the members of the Company at their Extra Ordinary General Meeting held on August 31, 2016 is INR 325.00 crores (Rupees Three Hundred and Twenty Five Crores Only) which was fixed in line with the borrowing limits of the Company.

Now, it is proposed to align the existing borrowing limits of the Company under section 180(1)(c) and limits for creation of charge on the assets of the Company under section 180(1)(a) of the Act with the amount of Company's paid up share capital, free reserves and security premium.

In view of the above, the Board of Directors of the Company at its meeting held on August 09, 2022 decided to seek consent of the members of the Company by way of special resolutions for the following:

- Approval under section 180(1)(c) of the Act to authorize the Board of Directors to borrow monies together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), not exceeding INR 325.00 crores (Rupees Three Hundred and Twenty Five Crores Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher; and
- Approval under section 180(1)(a) of the Act to authorize the Board of Directors to create mortgages, charges and hypothecations, as may be necessary, on the assets of the Company (including the charges already created) upto an amount not exceeding INR 325.00 crores (Rupees Three Hundred and Twenty Five Crores Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher.

Your Board recommends the proposed special resolutions set out at Item No. 4 & 5 for your approval.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 4 & 5 of the accompanying notice.

By Order of the Board

Sd/-

Jagdeep Singh

Company Secretary

Membership No. A15028

Date: August 09, 2022

Registered Office:

A-27, 2nd Floor,

**Mohan Co-operative Industrial Estate,
New Delhi-110044**

Tel:+91 11 49731800

Fax:+91 11 49731801

Website: www.schandgroup.com

E-mail: investors@schandgroup.com

ANNEXURE I TO NOTICE

Details of Director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

| Particulars | Mr. Gaurav Kumar Jhunjhnuwala (DIN: 03518763) |
|---|---|
| Date of Birth | 20/02/1987 |
| Age | 35 Years |
| Date of first appointment on the Board | 11/04/2011 |
| Qualifications | Basic Education |
| Nature of expertise in specific functional areas | He has over 10 years of experience in the knowledge products and services industry and has been with the Company since 2011. |
| Disclosure of relationships between directors inter-se | He is son of Mr. Dinesh Kumar Jhunjhnuwala, Whole-time Director |
| No. of shares held in the Company | 5,92,000 Equity Shares |
| Directorships in other Companies | Listed Companies – Nil Unlisted Companies – Vikas Publishing House Private Limited – Indohind International Trade & Industries Private Limited – S Chand Properties Private Limited |
| Listed entities from which the person has resigned in the past three years | Nil |
| Memberships / Chairmanships of Committees of other Companies including S Chand (excluding private Companies, Section 8 companies and foreign companies) | Nil |
| Terms and Condition of appointment / re-appointment | Non-Executive Director liable to retire by rotation |
| Remuneration to be paid | Nil |
| Remuneration last drawn | Nil |
| Number of Board meeting attended during the year | 6 out of 8 |

ANNEXURE II TO NOTICE

Instructions for Shareholders/Members to attend the meeting through InstaMeet:

- 1) Shareholders/Members are entitled to attend the meeting through video conferencing provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the meeting through video conferencing shall be open 15 minutes before the time scheduled for the meeting and will be available to the Members on first come first serve basis.
- 2) Shareholders/Members are requested to participate on first come first serve basis as participation through video conferencing is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, and Auditors, etc. will be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time. Participation will provided to at least 1000 members.
- 3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the meeting as under:
 - (i) Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and Select the Company and Event Date and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form shall provide Folio Number registered with the Company**
- b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - c. Mobile No.: Enter your mobile number.
 - d. Email ID: Enter your email id, as recorded with your DP/Company.
- (ii) Click "Go to Meeting" - (You are now registered for InstaMeet and your attendance is marked for the meeting).

Notes:

- a) Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
- b) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d) In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/Members to register themselves as Speakers during Meeting:

- 1) Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number 3 days in advance at investors@schandgroup.com.
- 2) The first 10 (ten) Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- 3) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- 4) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- 5) Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- 6) Shareholders/Members, who would like to ask questions, shall send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@schandgroup.com. The same will be replied by the Company suitably.
- 7) Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Instructions for Shareholders/Members to Vote during the meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer / moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members, who will be present in the meeting through InstaMeet 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 facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the meeting will be eligible to attend/participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Instructions for Shareholders/Members to Vote through remote e-voting:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ul style="list-style-type: none"> • 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.nsd.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 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 name i.e. Link Intime and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. Link Intime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> • Existing user who have opted for EASI/Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. • After successful login of EASI/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. Link Intime. Click on Link Intime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for EASI /Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in 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 provided links for the respective ESP i.e. Linkintime. Click on Linkintime and you will be redirected to "InstaVote" 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> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once 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 i.e. Linkintime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. |

Individual Shareholders holding securities in Physical mode/Non-Individual Shareholders holding securities in demat mode – evoting service Provider is LINKINTIME:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) /Date of Incorporation (DOI) (As recorded with your DP /Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - ▶ Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter].
 - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour/Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/Mutual Fun/Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/Mutual Fund/Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Website of Link Intime: <https://instavote.linkintime.co.in>
- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/members is having valid email address, Password will be sent to his /her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders/members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.