



## Venky's (India) Limited

Registered office : Venkateshwara House, Sinhagad Road, Pune - 411 030

CIN: L01222PN1976PLC017422

Telephone : (020) 2425 1530 to 41

Website : [www.venkys.com](http://www.venkys.com)

### NOTICE OF THE 38TH ANNUAL GENERAL MEETING

To

The Members of Venky's (India) Limited

**Notice** is hereby given that the 38<sup>th</sup> Annual General Meeting (AGM) of members of Venky's (India) Limited will be held on Wednesday, 27<sup>th</sup> August, 2014 at 10.30 a.m. at Best Western The Pride Hotel, 5, University Road, Shivaji Nagar, Pune - 411005 to transact the following business:

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with the Auditor's Report and Directors' Report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Jitendra M. Desai (holding DIN 00013533), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this AGM until the conclusion of the second consecutive AGM hereof and to fix their remuneration and to pass the following resolution thereof:

"Resolved that pursuant to provisions of Section 139 of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee, M/s Sudit K. Parekh & Co, Chartered Accountants, (having registration no 110512W), be and is hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the second consecutive Annual General Meeting hereof (subject to ratification of the appointment by the members at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the auditors."

#### SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"Resolved that Brig. (Retd.) Rajeshwar Singh Rathore (holding DIN 00992251), who was appointed as an Additional Director by the Board of Directors of the Company on 23<sup>rd</sup> January 2014, who holds office up to the date of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013 and pursuant to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, said Brig. (Retd.) Rajeshwar Singh Rathore (holding DIN 00992251), be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof".

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"Resolved that Brig. (Retd.) Amrit Kapur (holding DIN 06778401), who was appointed as an Additional Director by the Board of Directors of the Company on 23<sup>rd</sup> January, 2014, who holds office up to the date



## Venky's (India) Limited

of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013 and pursuant to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, said Brig. (Retd.) Amrit Kapur (holding DIN 06778401), be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof”.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

“Resolved that, pursuant to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C. Jagapati Rao (holding DIN 00003425), Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof”.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

“Resolved that, pursuant to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Lt. Col. (Retd.) Ashok Mahajan (holding DIN 00017150), Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“Resolved that, pursuant to the applicable provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Col. (Retd.) Surinder Kumar (holding DIN 05202620), Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years hereof”.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

“Resolved that pursuant to provisions of Section 148 of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Rules made thereunder, remuneration not exceeding Rs. 5,75,000/- (Rupees Five Lacs Seventy Five Thousand Only) (exclusive of taxes and incidental expenses) be and is hereby approved to be payable to M/s Joshi Apte & Associates, Cost Accountants, in respect of cost audit of the Company for the financial year 2014-15, on such terms and conditions as may be agreed upon between the cost auditor and the Board of Directors.”

By order of the Board of Directors

Pune  
May 29, 2014

**A. G. BAUSKAR**  
Company Secretary  
Membership No: F1953



**NOTES :**

- a. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto. The information pursuant to Clause 49 of the Listing Agreement, in respect of item no. 3 and item nos. 5 to 9 in respect of Director seeking appointment/re-appointment at the AGM is given in the Report of Corporate Governance, which forms part of Directors' Report and members are advised to refer to the same.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 & RULE 21 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE ITS MEMBERS THE ELECTRONIC FACILITY TO EXERCISE THEIR RIGHT TO VOTE IN RESPECT OF BUSINESS MENTIONED IN THE NOTICE. THE BUSINESS AT THE AGM MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL). IT IS HEREBY CLARIFIED THAT IT IS NOT MANDATORY FOR A MEMBER TO VOTE USING THE E-VOTING FACILITY, AND A MEMBER MAY AVAIL OF THE FACILITY AT HIS/HER/IT'S DISCRETION. THE INSTRUCTIONS AS REGARDS AVAILING E-VOTING FACILITY IS ANNEXED.
- d. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- e. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
- f. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- g. The Register of Members and Share Transfer Books will remain closed from Monday, 11<sup>th</sup> August, 2014 to Thursday, 14<sup>th</sup> August, 2014 (both days inclusive) for the purpose of payment of final dividend for the financial year ended on 31<sup>st</sup> March 2014.
- h. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Thursday, 14<sup>th</sup> August, 2014.
- i. Members may avail Electronic Clearing Service (ECS) for receiving direct credit of dividend to their respective accounts with banks. This will enable expeditious credit of dividend amount and protect from loss, theft and postal delay of dividend warrants.
- j. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents viz. M/s Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai -400 072, Telephone: (022) 40430200.
- k. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. S. Kannan, Assistant General Manager – Secretarial or Mr. Rohan Bhagwat, Assistant Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
- l. The Company encourages members to intimate / update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members holding shares in demat may please update their e-mails with the respective depository participant. At the option of the member, the Company will send all communication



## Venky's (India) Limited

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- including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company / Depositories and physical copies of the aforesaid documents are being sent by the permitted mode.
- m. Members may also note that, additionally, the Notice of 38th AGM and the Annual Report will be available on the Company's website [www.venkys.com](http://www.venkys.com).
  - n. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014 AND THE BALANCE SHEET AS AT THAT DATE ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST SEVEN (7) DAYS BEFORE THE DATE OF THE MEETING TO ENABLE THE COMPANY TO FURNISH THE INFORMATION.
  - o. Members/ Proxies/ Representatives are requested to bring their copy of the Annual Report, attendance slip enclosed to the Notice for attending the AGM.
  - p. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Transfer Agent.
  - q. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
  - r. Members are requested to convert their physical shares into demat form. Holding shares in demat form helps investors to get immediate transfer of shares.
  - s. Members holding shares in identical order or names in more than one folio are requested to write to the company to consolidate their shares and send relevant share certificates for consolidation. This would facilitate the member in one point tracking of his/her/it's holding and corporate benefits.
  - t. All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.



## Statement pursuant to Section 102 (1) of the Companies Act, 2013

### Item no. 5

The Board, at its meeting held on 23<sup>rd</sup> January 2014, appointed Brig. (Retd.) Rajeshwar Singh Rathore as an Additional Director, pursuant to Section 161 of the Companies Act, 2013, read with Article 128 of Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Brig. (Retd.) Rajeshwar Singh Rathore will hold office up to the date of the ensuing AGM. Brig. (Retd.) Rajeshwar Singh Rathore has been proposed for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Brig. (Retd.) Rajeshwar Singh Rathore :

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Brig. (Retd.) Rajeshwar Singh Rathore as an Independent Director of the Company up to for a tenure of five(5) consecutive years hereof pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Brig. (Retd.) Rajeshwar Singh Rathore, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management.

Brig. (Retd.) Rajeshwar Singh Rathore does not hold any shares in the Company and is not related to any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 5 of the accompanying Notice as an Ordinary Resolution.

Except Brig. (Retd.) Rajeshwar Singh Rathore, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

### Item no. 6

The Board, at its meeting held on 23<sup>rd</sup> January 2014, appointed Brig. (Retd.) Amrit Kapur as an Additional Director, pursuant to Section 161 of the Companies Act, 2013, read with Article 128 of Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Brig. (Retd.) Amrit Kapur will hold office up to the date of the ensuing AGM. Brig. (Retd.) Amrit Kapur has been proposed for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Brig. (Retd.) Amrit Kapur :

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;



## Venky's (India) Limited

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- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Brig. (Retd.) Amrit Kapur as an Independent Director of the Company for a tenure of five(5) consecutive years hereof pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Brig. (Retd.) Amrit Kapur, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management.

Brig. (Retd.) Amrit Kapur does not hold any shares in the Company and is not related to any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 6 of the accompanying Notice as an Ordinary Resolution.

Except Brig. (Retd.) Amrit Kapur, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

### Item no. 7

Mr. C. Jagapati Rao is a Non-Executive (Independent) Director of the Company.

Mr. C. Jagapati Rao has been proposed for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. C. Jagapati Rao:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. C. Jagapati Rao as an Independent Director of the Company for a tenure of five(5) consecutive years hereof pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. C. Jagapati Rao, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management.

Mr. C. Jagapati Rao holds 95,342 shares in the Company and is not related to any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 7 of the accompanying Notice as an Ordinary Resolution.

Except Mr. C. Jagapati Rao, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.



**Item no. 8**

Lt. Col. (Retd.) Ashok Mahajan is a Non-Executive (Independent) Director of the Company.

Lt. Col. (Retd.) Ashok Mahajan has been proposed for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Lt. Col. (Retd.) Ashok Mahajan:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Lt. Col. (Retd.) Ashok Mahajan as an Independent Director of the Company for a tenure of five(5) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Lt. Col. (Retd.) Ashok Mahajan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management.

Lt. Col. (Retd.) Ashok Mahajan does not hold any shares in the Company and is not related to any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 8 of the accompanying Notice as an Ordinary Resolution.

Except Lt. Col. (Retd.) Ashok Mahajan, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 of the Notice.

**Item no. 9**

Col. (Retd.) Surinder Kumar is a Non-Executive (Independent) Director of the Company.

Col. (Retd.) Surinder Kumar has been proposed for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Col. (Retd.) Surinder Kumar:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Col. (Retd.) Surinder Kumar as an Independent Director of the Company for a tenure of five(5) consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Col. (Retd.) Surinder Kumar, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and Rules made thereunder, is a person of integrity,



## Venky's (India) Limited

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possesses relevant expertise & experience and he is independent of the Management.

Col. (Retd.) Surinder Kumar does not hold any shares in the Company and is not related to any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 9 of the accompanying Notice as an Ordinary Resolution.

Except Col. (Retd.) Surinder Kumar, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 of the Notice.

### Item No. 10

Section 148 of the Companies Act, 2013 read with Rules made thereunder requires certain class of companies to get its cost accounts audited by qualified Cost Accountant who is member of Institute of Cost Accountants of India and engaged in Wholetime practice. Appointment of such cost auditor has to be made by the Board of Directors at the recommendation of Audit Committee and remuneration payable to him is subject to ratification by the members of the Company. Accordingly, the Board of Directors has appointed M/s Joshi Apte & Associates, Cost Accountants and remuneration payable to them is put up for members ratification.

M/s. Joshi Apte & Associates, Cost Accountants, does not hold any shares in the Company and is not related with any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 10 of the accompanying Notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice.

By order of the Board of Directors

Pune  
May 29, 2014

**A. G. BAUSKAR**  
Company Secretary  
Membership No: F1953



Dear Member,

**Subject : Instructions for e-voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the electronic facility to exercise their right to vote in respect of business mentioned in the notice. The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below :

- (i) The voting period begins on Wednesday, 20<sup>th</sup> August, 2014 at 9.00 A.M. IST and ends on Friday, 22<sup>nd</sup> August, 2014 at 6.00 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 (record date) 14<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

|     | For Members holding shares in Demat Form 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"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |



## Venky's (India) Limited

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| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>● Please enter the DOB or Dividend Bank Details in order to login. If 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).</li></ul> |
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Venky's (India) Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).