



July 18, 2025

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 532717

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: INDO TECH

Sub: - Notice of 33rd Annual General Meeting of the Company

Dear Sir / Madam,

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 33rd Annual General Meeting of the Company. The Notice of AGM and Annual Report 2024-25 for the financial year ended March 31, 2025, are made available on the Company's website www.indo-tech.com.

In view of the MCA General Circular 09/2024 dated September 09, 2024 read along with General Circular 09/2023 dated September 25, 2023, circular no. 20 dated May 05, 2020, circular no. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular dated October 07, 2023 read along with circular dated May 12, 2020, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

We request you to take the same on record and acknowledge.

Yours faithfully,

For Indo Tech Transformers Limited

Karthick. D
Compliance Officer

INDO TECH TRANSFORMERS LIMITED

A Subsidiary of **Shirdi Sai Electricals Limited**

CIN : L29113TN1992PLC022011

Regd. Off. : S.No. 153-210, Illuppapattu Village, P.O. Rajakulam,
Kancheepuram (Dist), Tamilnadu, India - 631 561

Tele/Fax : +91 (0) 44 - 2728 1858

Email : info@indo-tech.com

www.indo-tech.com

33rd AGM Notice

NOTICE is hereby given that the **33rd Annual General Meeting ('AGM')** of the Members of Indo-Tech Transformers Limited will be held on **Monday, August 11, 2025 at 10.30 A.M.** Indian Standard Time ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial statements for the financial year ended March 31, 2025, and the Reports of the Directors and Auditors thereon.**
- (2) To appoint a director in place of Mr. Sudheer Vennam (DIN: 09656671), who retires by rotation and being eligible, offers himself for re-appointment.**

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 provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013, Mr. Sudheer Vennam (DIN: 09656671) who is liable to retire by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- (3) Appointment of M/s ASA & Associates LLP as the Statutory Auditors of the Company.**

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 provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders be and is accorded for the reappointment of M/s. ASA & Associates LLP, Chartered Accountants (Firm Registration No. 009571N/N500006), as the Statutory Auditors of the Company for a second term of five (5) consecutive years, to hold office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the remuneration payable to the Statutory Auditors shall be mutually agreed upon between the Company and the Statutory Auditors, as approved by the Board

of Directors, From time to time, in addition to reimbursement of out-of-pocket expenses incurred by them in connection with the audit.

RESOLVED FURTHER THAT Mr. M Purushothaman, Whole-Time Director, Mr. Saikrishnan C P, Chief Financial Officer, Mr. Shiva Prasad Padhy, Company Secretary, and Mr. Karthick. D, Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to file necessary forms and intimations with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities and to take all such steps as may be necessary to give effect to this resolution.

SPECIAL BUSINESS:

- (4) Appointment of Mr. M. Purushothaman, Chief Executive Officer (DIN: 11074837) as Director of the company.**

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

"RESOLVED THAT pursuant to Section 160, 161(3) and other applicable provisions (including any modification or re - enactment thereof), if any, of the Companies Act, 2013, Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) 2015 (including any modification or re - enactment thereof) and Articles of Association of the Company, Mr. M. Purushothaman (DIN: 11074837), who was appointed as an Additional Director of the Company with effect from May 20, 2025 and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing signifying his intention to be a candidate for the office of Director in the Company, be and is hereby appointed as Director in the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT Mr. Saikrishnan C P, Chief Financial Officer, Mr. Shiva Prasad Padhy, Company Secretary, and Mr. Karthick. D, Compliance Officer of the Company, be and are hereby severally authorized to do all such acts,

deeds and things and to file necessary forms and intimations with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities and to take all such steps as may be necessary to give effect to this resolution.”

(5) Appointment of Mr. M. Purushothaman, Chief Executive Officer and Director (DIN: 11074837) as Whole Time Director of the company.

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

RESOLVED that in accordance with the provisions of Sections 152, 164, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. M Purushothaman, (DIN: 11074837) as a Whole-Time Director, designated as an Executive Director, not liable to retire by rotation, for a period of 3 (Three) years, i.e., with effect from May 20, 2025 on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. M. Purushothaman.

- i. Salary of Rs. 6,50,788 (Rupees Six Lakhs Fifty Thousand Seven Hundred and Eighty Eight only) per month w.e.f May 20, 2025, which may be reviewed by the Board.
- ii. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- iii. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- iv. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- v. Bonus for the financial year, at the discretion of the board.
- vi. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.

vii. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

viii. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. M. Purushothaman, the payment of salary, perquisites and other allowances shall be governed by the provisions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT Mr. Saikrishnan C.P., Chief Financial Officer, Mr. Shiva Prasad Padhy, Company Secretary and Mr. Karthick. D, Compliance Officer of the Company be and are hereby severally authorised to issue the appointment letter, sign and file necessary forms, intimations and returns with the Registrar of Companies, Stock Exchanges and other Statutory and Regulatory authorities, as the case may be, update the statutory registers, and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the foregoing resolution.

(6) To re-appoint Mr. Ajay Kumar Dhagat (DIN: 00250792) as Independent Director of the company for the second term of 5 years

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

“RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Ajay Kumar Dhagat (DIN: 00250792), who holds office as an Independent Director upto August 12, 2025 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby re-appointed as an Independent Director of the Company, for the term of 5 (Five) years effective from August 13, 2025 till August 12, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(7) To re-appoint Ms. Leena M Sathyanarayanan (DIN: 08947423) as Independent Director of the company for the second term of 5 years

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

"**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Leena M Sathyanarayanan (DIN: 08947423), who holds office as an Independent Director upto November 04, 2025 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (Five) years effective from November 05, 2025 till November 04, 2030, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

(8) Appointment of M/s J B Bhave & Co, as Secretarial Auditor

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

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the consent of the Shareholders be and is accorded to the appointment of M/s. J B Bhave & Co., Company Secretaries, represented by its Proprietor Mr. Jayavant B Bhave (FCS: 4266; CP No. 3068), as the Secretarial Auditor of the Company, to conduct the Secretarial Audit and furnish the Secretarial Audit Report of the Company for a term of five (5) consecutive financial years, commencing from the financial year ending March 31, 2026 till the financial year ending March 31, 2030.

RESOLVED FURTHER THAT the remuneration payable to the Secretarial Auditor for each financial year shall be mutually agreed upon and fixed by the Board of Directors of the Company in consultation with the Auditor.

RESOLVED FURTHER THAT Mr. M Purushothaman, Whole-Time Director, Mr. Saikrishnan C P, Chief Financial Officer, Mr. Shiva Prasad Padhy, Company Secretary, and Mr. Karthick. D, Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to file necessary forms and intimations with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities and to take all such steps as may be necessary to give effect to this resolution.

(9) Approval of Related Party Transaction

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies (Indian Accounting Standards) Rules, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for entering into the Contracts/Arrangement/Transactions with the Related Parties of the Company during the financial year 2025-26, up to the maximum amounts as appended in table below as decided by the board:

S. No	Name of the related party	Relationship	Maximum value of transaction to be entered during FY 2025-26
1	Shirdi Sai Electricals Limited	Holding Company	Rs 250 Crores

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

(10) Ratification of the Remuneration of the Cost Auditor for FY 2025-26

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 provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the

recommendation of the Audit Committee, of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) plus Tax at the applicable rates and reimbursement of out of pocket expenses to Mr. K Suryanarayanan, Cost Accountant (Registration No: 102347), who has been appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year FY 2025-26.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

By order of the Board of Directors
for **Indo-Tech Transformers Limited**

Place: Kancheepuram
Date : July 04, 2025

Shiva Prasad Padhy
Company Secretary
Membership No: F9700

Notes:

- (1) A statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts with respect to the special business set out in the Notice is annexed.
- (2) The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM forms part of the explanatory statement. Requisite declarations have been received from Director/s for seeking appointment/ re-appointment.
- (3) Circular issued by SEBI vide circular no. SEBI/HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3 October 2024 ("SEBI Circular") and the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. The aforesaid relaxation has been further extended vide MCA General Circular 09/2024 dated 19th September, 2024 and, to allow the companies to organized AGM through VC or OAVM in the year 2025 on or before September 30, 2025. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- (4) Pursuant to the Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting
- (5) Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to cskvarma@outlook.com with a copy marked to the Company at investor@indo-tech.com and to its RTA at enotices@in.mpms.mufg.com.
- (6) In pursuance of Regulation 36 of Securities and Exchange Board of India ("SEBI"), the Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories and a letter providing web-link, including the exact path, where complete details of Annual Report is available to those shareholders who have not registered their mail IDs. However, the company shall send hard copy of annual report to those shareholders who request for the same. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.indo-tech.com; websites of the Stock Exchanges. i.e., www.bseindia.com and www.nseindia.com and on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only.
- (7) Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by writing to the Registrar and Share Transfer Agent- MUFG InTime India Private Limited (Formerly Link InTime India Private Limited)(RTA) on their email id insta.vote@linkintime.co.in.
- (8) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically on the resolutions mentioned in the notice of the 33rd AGM.
- (9) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Monday, August 04, 2025 may cast their vote by remote e-Voting. **The remote e-Voting period commences on Thursday, August 07, 2025 at 9.00 a.m. (IST) and ends on Sunday, August 10,**

2025 at 5.00 p.m. (IST). In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- (10) The remote e-Voting module shall be disabled by facility provider for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently Instructions and other information relating to e-voting is annexed as Annexure-A to this notice.
- (11) The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. Instructions and other information for members for attending the AGM through VC/OAVM is annexed as Annexure-B to this notice.
- (12) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (13) Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
- (14) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by facility provider for voting 15 minutes after the conclusion of the Meeting.
- (15) The Company has engaged services of MUFG Intime India Pvt. Ltd. to provide e-voting facility. The Company has appointed Mr. M G Kiran Varma, Practicing Company Secretary, Chennai as Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (16) The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.indo-tech.com.
- (17) Members are encouraged to submit their questions in advance with regard to the financial statements, operation of the company or the business specified in this notice of AGM at least Seven (7) days before the date of the AGM on the email ID: investor@indo-tech.com, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number.
- (18) Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at least Seven (7) days before the date of the AGM on the email ID: investor@indo-tech.com. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- (19) 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 at the Annual General Meeting.
- (20) The Register of Members and Share Transfer Books of the Company will remain closed from August 04, 2025, to August 10, 2025 (both days inclusive), in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (21) Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details (if any) should be lodged with the Registrar & Share Transfer Agents ('RTA') of the Company, Link Intime India Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
- (22) 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

the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

- (23) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs ('MCA'), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted companies to send official documents to their shareholders electronically as part of its Green Initiative in Corporate Governance. Recognizing the spirit of the Circular issued by the MCA, we are sending documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email address provided by you with your depositories.
- (24) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

Information for appointment of Director as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 2: Appointment of director in the place of director retire by rotation

Name of the Director	Sudheer Vennam
DIN	09656671
Age	45
Date of first appointment on board	August 12
Qualification	Mechanical Engineer from Jawaharlal Nehru Technological University, Andhra Pradesh Postgraduate in Production and Operations Management Alumnus of Chalmers University of Technology, Gothenburg, Sweden, he is also a Chartered Member of The Institution of Engineers (India).
Experience	18 plus years of rich experience in Business Development both in domestic and International
No. of shares held as on March 31, 2025	10
Directorship in other public Companies	1
Chairman / Member of Committees of Listed Entities Boards as on March 31, 2025 [along with listed entities from which the person has resigned in the past three years]	Mr. Sudheer Vennam has not resigned from any listed entities from past three years
Relationship with other directors and key managerial personnel	Not related
Current Remuneration	NA
Details of remuneration sought to be paid	NA

Item No. 3: Appointment of Statutory Auditor - Though not mandatory, this statement is provided for reference

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and rules made there under, Statutory Auditor can be appointed for two terms of five consecutive years. The existing auditors ASA & Associates LLP, Chartered Accountants (Firm Registration Number: 009571N/N500006) have served the company for 1 term of five consecutive years and being eligible, appointed for the second term to hold office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company.

Item No. 4 and 5: Brief Profile of Mr. M. Purushothaman

Information for appointment of Directors as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and point 1.2.5 of Secretarial Standards 2 as issued by ICSI:

Name of the Director	M. Purushothaman
DIN	11074837
Age	58
Date of first appointment on board	May 20, 2025
Qualification	Holds bachelor's degree in electrical & Electronics Engineering.
Experience	<p>He has an overall 35 years' experience in the field of sales and marketing. He has been working with ITTL for the past 7 years as Head – Sales & Marketing before which he was employed at President – Transformers & Rectifiers (India).</p> <p>On April 07, 2025, appointment as Chief Executive Officer and as Additional Director on May 20, 205.</p>
No. of shares held as on March 31, 2025	100
Directorship in other public Companies	Nil
Chairman / Member of Committees of Listed Entities Boards as on March 31, 2025 [along with listed entities from which the person has resigned in the past three years]	Mr. M. Purushothaman has not resigned from any listed entities from past three years
Terms and conditions of the appointment along with remuneration to be paid	<ol style="list-style-type: none"> i. Salary of Rs. 6,50,788 (Rupees Six Lakhs Fifty Thousand Seven Hundred and Eighty-Eight only) per month w.e.f May 20, 2025, which may be reviewed by the Board. ii. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time. iii. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy. iv. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy. V. Bonus for the financial year, at the discretion of the board. Vi. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy. Vii. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company. Viii. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
Last drawn remuneration, If any	Nil
Relationship with other directors and key managerial personnel	Not Required
Number of board meeting attended during the FY 2024-25	NA

After the recommendation by the Nomination and Remuneration committee, Mr. M. Purushothaman was appointed as Additional Director and Whole Time Director, subject to the approval by members, by the board on May 20, 2025. His term as additional director expires in this AGM and hence, he was proposed as Director and then as Whole Time Director in this AGM.

Except Mr. M. Purushothaman, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6: Re-appointment of Mr. Ajay Kumar Dhagat (DIN: 00250792) Independent Director

The Members had approved appointment of Mr. Ajay Kumar Dhagat (DIN: 00250792) as an Independent Director of the Company at the AGM held on October 16, 2020 for a term of five consecutive years from August 13, 2020. The term of Mr. Ajay Kumar Dhagat as an Independent Director of the Company will expire on August 12, 2025.

The Board of Directors of the Company at its meeting held on July 04, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, recommended the appointment Mr. Ajay Kumar Dhagat as an Independent Director, for a second term of five consecutive years commencing from August 13, 2025.

Mr. Ajay Kumar Dhagat is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Ajay Kumar Dhagat has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Ajay Kumar Dhagat fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.indo-tech.com>.

A brief profile of Mr. Ajay Kumar Dhagat is provided below:

Name of the Director	Ajay Kumar Dhagat
Age	80
Date of first appointment on board	August 13, 2020
Qualification	Electrical Engineer from the Regional Engineering College, Jabalpur, University of Jabalpur. Recipient of Talent Search Scholarship holder of Atomic Energy Commission. Management Trainee batch of GEC / AEC - UK and trained at Stratford
Experience	Around five decades of vast industrial experience in the Transformers industry. He has held senior positions at GEC and was part of management board of Alstom SA and T&D France. He played a pivotal role in strategy and process development during his prior tenure as Whole-Time Director at Indo-Tech Transformers Limited.
No. of shares held as on March 31, 2025	NIL
Directorship in other public companies	2
Chairman / Member of Committees of Company	Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee
Relationship with other directors	Not Related

The Board of Directors is of the opinion that knowledge and experience, as provided above of the Notice of this AGM, of Mr. Ajay Kumar Dhagat will be of immense value to the Company. His re-appointment as Independent Director for the 2nd tenure and age of more than 75 years warrants Special Resolution in pursuance of 17 (1A) and 25 (2A) of SEBI (LODR) Regulations. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 6 of this Notice.

Except Mr. Ajay Kumar Dhagat, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 7: Re-appointment of Ms. Leena M Sathyanarayanan (DIN: 08947423) Independent Director

The Members had approved appointment of Ms. Leena M Sathyanarayanan (DIN: 08947423) as an Independent Director of the Company at the AGM held on September 08, 2021 for a term of five consecutive years from November 05, 2020. The term of Ms. Leena M Sathyanarayanan as an Independent Director of the Company will conclude on November 05, 2025.

The Board of Directors of the Company at its meeting held on July 04, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, Recommended the re-appointment of Ms. Leena M Sathyanarayanan as an Independent Director, for a second term of five consecutive years commencing from November 05, 2025.

Ms. Leena M Sathyanarayanan is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from her (i) intimation in Form DIR-8 to the effect that she is not disqualified under the Act; (ii) declaration that she meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of her name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mr. Leena M Sathyanarayanan has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Ms. Leena M Sathyanarayanan fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.indo-tech.com>.

A brief profile of Ms. Leena M Sathyanarayanan is provided below:

Name of the Director	Ms. Leena M Sathyanarayanan
Age	54
Date of first appointment on board	November 05, 2020
Qualification	Graduate in B. Com Qualified Chartered Accountant, ACS, Grad. CWA & CISA (US)
Experience	Over 19 years of experience in manufacturing industry mainly in accounting & finance, product planning, business integration and systems implementation. Served various key role in NBFC Sector including Business Controller for Europe & Americas at Elgi Equipments and Chief Financial Officer at Craftsman Automation Pvt Ltd. Her financial expertise, strategic decision making, professional skills and experience in the manufacturing sector meets the relevant skills and capabilities required for the role.
No. of shares held as on March 31, 2025	NIL
Directorship in other public companies	NIL
Chairman / Member of Committees of Company	Audit Committee & Corporate Social Responsibility Committee
Relationship with other directors	Not Required

The Board of Directors is of the opinion that knowledge and experience, as provided above in the Notice of this AGM, of Ms. Leena M Sathyanarayanan will be of immense value to the Company. Her re-appointment as Independent Director for the 2nd tenure warrants Special Resolution in pursuance of 25 (2A) of SEBI (LODR) Regulations. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 7 of this Notice.

Except Ms. Leena M Sathyanarayanan, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 8: Appointment of Secretarial Auditor

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 20, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. J B Bhav & Co., Company Secretaries, represented by its Proprietor Mr. Jayavant B Bhav (FCS: 4266; CP No. 3068) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

M/s. J B Bhav & Co. is a proprietary firm, under the stewardship of FCS J B Bhav (membership no. 4266) based in Pune, Maharashtra. Mr. J B Bhav holds a Bachelor of Commerce degree from University of Pune, a professional degree of Company Secretary from The Institute of Company Secretaries of India (ICSI), a degree in Law from University of Pune and a Diploma in Industrial Relations and Personnel Management. Mr. J B Bhav has 30+ years of experience in the corporate legal field working in banking and manufacturing organizations, mostly listed on the Stock Exchanges. M/s J B Bhav & Co. serves clients with business in manufacturing, engineering, information technology, pharmaceuticals, hotels & catering, agriculture, investment consultancy, cosmetics etc., both listed (Top 100/500/1000) as well as unlisted companies. M/s. J B Bhav & Co. is Peer Reviewed Company Secretary (bearing Unique

Identification No. S1999MH025400). Mr. J B Bhav is also a Peer Reviewer and has conducted peer reviews of many other PCS firms. Mr. J B Bhav has been recently empaneled as a Quality Reviewer by the Quality Review Board of ICSI.

M/s. J B Bhav & Co. consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. The remuneration payable to the Secretarial Auditor for each financial year shall be mutually agreed upon and fixed by the Board of Directors of the Company in consultation with the Auditor.

Accordingly, the consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 8 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 9: Approval of Related Party Transaction

Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Companies (Indian Accounting Standards) Rules, 2015 (IND AS 24) provides that for entering into Contracts/Arrangement/Transactions as prescribed in rules framed in this regard with the related party, the Company must obtain prior approval of the Board of Directors and in case such transactions are exceeding the overall limit prescribed in the rules framed in this regard, prior approval of the shareholders by way of a resolution must be obtained. Further regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provided that all material related party transactions (i.e., transactions exceeding ten percent of annual consolidated turnover) require the approval of the Members by way of resolution.

Your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. However, the aggregate of all transactions with the related parties may exceed the threshold limits stipulated in the aforesaid Regulations, the Company is under an obligation to seek the approval of its shareholders by way of Ordinary resolution. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with related parties by

way of ordinary resolution.

Board of Directors and Audit Committee of the Company have approved the proposal to enter into transactions with the related parties at their respective meeting held on February 11, 2025. Since the proposal is in the best interest of the company, your directors recommends for the approval.

The term "Related Party" referred in this context shall derive its meaning as stipulated under the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules, 2015.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the details of transactions are given below:

S. No	Name of the related party	Relationship	Maximum value of transaction to be entered during FY 2025-26
1	Shirdi Sai Electricals Limited	Holding Company	Rs 250 Crores

The material related party transaction as set out in Item No. 9 of this Notice has been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transaction as given in Item No. 9, shall be valid up to the date of next AGM.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolution as set out in Item No. 9.

Except Mr. N. Visweswara Reddy, Mr. Sharat Chandra Kolla and Mr. Sudheer Vennam none of the other directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

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Item No. 10: Remuneration to Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the Audit Committee, Board of Directors at their Meeting held on May 20, 2025, appointed Mr. K Suryanarayanan, Cost Accountant (Registration No: 102347) as Cost Auditor for the Financial year 2025-26 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) plus Goods and Services Tax at the applicable rates and reimbursement of out-of-pocket expenses. Rule 14 of the Companies (Audit and Auditors) Rules 2014 further stipulates that the remuneration payable to the Cost Auditor is required to be ratified by the members at their general meeting. Hence this resolution is proposed.

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution.

By order of the Board of Directors
for **Indo-Tech Transformers Limited**

Shiva Prasad Padhy
Company Secretary
Membership No: F9700

Place: Kancheepuram
Date : July 04, 2025

Annexure A

Remote e-Voting Instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- 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.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.

- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 holding shares in NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”

- d) Cast your vote electronically:
- After successful login, you will be able to see the "Notification for e-voting".
 - Select 'View' icon.
 - E-voting page will appear.
 - 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).
 - 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Investor Mapping**" tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 'Investor's Name - Enter Investor's Name as updated with DP.

- 'Investor PAN' - Enter your 10-digit PAN.
- 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "**Votes Entry**" tab under the Menu section.
- Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- 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).
- 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 : 4886 7000
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 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ❖ Click on **"Login"** under 'SHARE HOLDER' tab.
- ❖ Click **"forgot password?"**
- ❖ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ❖ Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ❖ Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- ❖ Click **"forgot password?"**
- ❖ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ❖ Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

Annexure B

Instameet VC Instructions for shareholders

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company" and 'Event Date' and register with your following details:

A. Demat Account No. or Folio No:

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.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

- Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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'.
- 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. 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 General 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.