

Date:-25/11/2024

To,  
**National Stock Exchange of India Limited**  
“Exchange Plaza”, C-1, Block G,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051.

**(NSE SYMBOL: POSITRON)**

Dear Sir/Madam,

**Subject: Postal Ballot notice**

This is in furtherance to our letter no. dated October 08, 2024 where Positron Energy limited (‘the Company’) informed regarding the appointment Mrs. Sheela varma (DIN: 10800892) as Non-Executive Independent Director of the Company w.e.f. October 08, 2024, subject to approval of the shareholders.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice of the Company dated 25<sup>th</sup> November 2024 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Notice’) for seeking approval of the Members of the Company on the Resolution forming part of the Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail IDs are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November ,22 2024 (‘Cut-off date’). Accordingly, physical copy of the Notice for this Postal Ballot is not being sent to the Members.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-Voting facility to its members. The remote e-Voting period commences from 9.00 A.M (IST) on November 26, 2024 (Tuesday) and ends at 5.00 P.M ( IST) on December 25,2024 (Wednesday) . The e-Voting module shall be disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the ‘Notes’ section to the Notice.

The notice is available on the website of the Company -<https://positron-india.com/investors/>.

This is for your information and records.

**For, Positron Energy Limited**

**SUJIT**

**SUGATHAN**

Digitally signed by SUJIT SUGATHAN  
DN: c=IN, o=Personal, CN=7000161,  
2.5.4.20=673365b7e2b9c7f0c0258d3d0a0e7c7528bc  
6d6dfc8b18054767a216055978a,  
postalCode=382007, st=Gujarat,  
serialNumber=Dec9e2d66b7977050d155b5e058064  
e3aa579833df5644739e92a1e8cecd0c1, cn=SUJIT  
SUGATHAN  
Date: 2024.11.25 15:52:10 +05'30'

**Name of Signatory:- Sujit K Sugathan**  
**Designation:- Whole Time Director**  
**DIN:01959364**

**Positron Energy Limited**

(Formerly known as Positron Energy Private Limited)

Regd. Office: Office No. 03, IT Tower - 02, Ground Floor, Infocity, Sector -7, Gandhinagar, Gujarat, India – 382007

Email Id:-[contact@positron-india.com](mailto:contact@positron-india.com), Telefax: +91 79 23290070

Website: [www.positron-india.com](http://www.positron-india.com) Corporate Identity Number: U01403GJ2008PLC052932



**Registered Office**  
Office No 3, IT Tower-2, Ground Floor,  
Infocity Sector-7, Gandhinagar-382007 Gujarat  
(CIN: U01403GJ2008PTC052932)  
Website:- <https://positron-india.com/>

#### **NOTICE OF POSTAL BALLOT**

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Positron Energy Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications issued there under issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Nirav Shah (Membership No. 39412 & COP No 27102), Proprietor of Nirav Shah & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences From 9.00 A.M (IST) on November 26, 2024 (Tuesday) and ends at 5.00 P.M ( IST) on December 25,2024 (Wednesday). The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website <https://positron-india.com/investors/> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsd.com](http://www.evoting.nsd.com). The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

**RESOLUTION:**

**1. Appointment of Mrs. Sheela varma (DIN 10800892) as Non-Executive Independent Director:**

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

**RESOLVED THAT** in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 149, 152, 160, 161 of the Companies Act, 2013 (the Act) read with other applicable rules as amended, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and pursuant to the provisions of the Articles Of Association of the Company, **Mrs. Sheela varma (DIN 10800892)**, who was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. 08<sup>th</sup> October, 2024 and who is eligible for appointment and has given her consent to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as the Non-Executive Independent Director of the Company for a term of 5 years.

**RESOLVED FURTHER THAT** to give effect to the above resolution, all the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to issue a certified copy of the above resolution and forward the same to concerned authorities for necessary actions.

**Registered Office**

Office No 3, IT Tower-2 , Ground Floor,  
Infocity Sector-7, Gandhinagar-382007 Gujarat  
(CIN: U01403GJ2008PTC052932)

**Date: 25/11/2024**

**Place: Gandhinagar**

**By Order of the Board,**

**Rajiv Shankarankutty Menon**  
**Managing Director (DIN: 01958636)**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ('MCA Circulars'), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025 .
3. The Company has appointed Mr. Nirav Shah (Membership No. 39412 & COP No 27102), Proprietor of Nirav Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the e-Voting and the same will be communicated to National Stock Exchange of India Limited and shall also be available on the Company's website <https://positron-india.com/investors/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also will be displayed at the Registered Office of

the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e. December 25,2024 (Wednesday).

4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday , November 22, 2024 (“Cut-Off Date”) received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. This Postal Ballot Notice will also be available on the Company's website at <https://positron-india.com/investors/> websites of the Stock Exchanges, that is National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) , and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.
8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [secretarial@positron-india.com](mailto:secretarial@positron-india.com).
9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
  - (a) the change in the residential status on return to India for permanent settlement; and
  - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) in case the shares are held in physical form.

The instructions and other information relating to e-Voting are as under:

The remote e-Voting period begins on 9.00 A.M (IST) on November 26, 2024 (Tuesday) and ends at 5.00 P.M (IST) on December 25, 2024 (Wednesday). The remote e-Voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose Email IDs are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is open.
2. Select "EVEN" of company which is 132061 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [niravshah6272@gmail.com](mailto:niravshah6272@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e- Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose Email IDs are not registered with the depositories for procuring User ID and password and registration of Email IDs for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@positron-india.com](mailto:secretarial@positron-india.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@positron-india.com](mailto:secretarial@positron-india.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE**

#### **Item No. 1**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC") appointed **Mrs. Sheela varma (DIN 10800892)** as an Additional Director under category Non-Executive Independent Director w.e.f. October 08, 2024 subject to the approval of shareholders.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of Members for appointment of a person on the



Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of his appointment as a Director of the Company.

Additional Disclosures as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 are as under:

Name, DIN	Mrs. Sheela varma (DIN 10800892)
Date of Birth	February 02, 1969
Date of first appointment on Board	October 08, 2024
Qualifications	Master Degree in Hindustani Classic music
Experience (including nature of expertise in specific functional areas)/ Brief resume	Mrs. Sheela varma has more Than 5 Years of Experience in banking Sector . She is Administer a city branch having a size of Rs.130 Crores. increased the size to Rs.465 Cr in just 3 years. Accelerated the growth of the branch by implementing new marketing strategies and improved productivity of the branch by reducing cycle time by 30%. Apart Form that She is visiting faculty of J G College of performing Arts Ahmedabad.
Directorships held in other Companies (excluding foreign and Section 8 Companies)	Nil
Memberships/Chairmanships of committees of other public companies	Nil
Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY 2024-25	One (1) Board Meeting after initial appointment.
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Terms and conditions including remuneration	Appointment as Non-Executive Independent Director Remuneration: Nil

Whilst considering the appointment of **Mrs. Sheela varma (DIN 10800892)** as a Director, the NRC and the Board reviewed and confirmed that:

- she is a fit and proper person to be appointed as a Director of the Company.
- She is not disqualified from being appointed as a Director of the Company, in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, she fulfils the conditions relating to her appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI Listing Regulations, in this regard from time to time.
- She is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- She has the requisite qualification, skills, experience and expertise in functional areas viz. Corporate strategy and business transformation.

**Mrs. Sheela varma** not related to any other Director or Key Managerial Personnel and shall not be liable to retire by rotation.

Except **Mrs. Sheela varma** and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice of Postal Ballot for the approval of the Members.