

**Date: April 17, 2025**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G Bandra Kurla  
Complex, Bandra (E),  
Mumbai-400051

To  
**BSE Limited**  
Department of Corporate Services - Listing  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400001

**SYMBOL: PTCIL**

**BSE Code: 539006**

Dear Sir/Madam,

**Subject: Submission of Postal Ballot Notice under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice sent to the Members of the Company only through electronic mode to all the Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners as maintained by the Registrar & Transfer Agent ('RTA') for seeking their approval on the following matter:

Item No.	Brief particulars of the resolution	Type of Resolution
1	Appointment of Mr. Rakesh Shukla (DIN: 10955746) as an Independent Director of the Company for a term of five years.	Special Resolution

The Postal Ballot Notice is also available on the website of the Company i.e. [www.ptcil.com](http://www.ptcil.com). The resolutions as set out in this Postal Ballot Notice are proposed to be passed by the Members of the Company through Postal Ballot by remote e-voting process only.

The voting period will commence on and from Friday, April 18, 2025 at 9:00 A.M. (IST) and will end on Saturday, May 17, 2025, at 5:00 P.M. (IST). (both days inclusive). During this period, the Members of the Company holding shares as on the cut-off date i.e. Friday, April 11, 2025 may cast their vote(s) by electronic means in the manner and process as set out in the Postal Ballot Notice. The detailed instructions for e-voting are appended the Postal Ballot Notice.

Kindly take the above information on your records.

**For PTC Industries Limited**

**Pragati Gupta Agrawal**  
**Company Secretary and Compliance Officer**  
**MNo.- 61754**

**Date: April 17, 2025**

**Place: Lucknow**

**POSTAL BALLOT NOTICE**

**PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND THE MCA CIRCULARS (AS DEFINED BELOW)**

Dear Member(s),

Notice is hereby given to the Shareholders of PTC Industries Limited (“the **Company**”) pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot (“**Postal Ballot**”) by way of remote e- voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

**Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company’s Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited / Depositories and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

Pursuant to the provisions of Section 110 of the Companies Act read with Rule 22 of the Management Rules (including any modification(s) and re-enactment(s) thereof for the time being in force), the Board of Directors of the Company (“**Board**”) has appointed CS Amit Gupta (Membership No. 5478, C.P. No. 4682, PR No. 2600/2022) and failing him CS Pragati Gupta, Practising Company Secretary (Peer Review Certificate No. 2601/2022, ACS – 19302, CP No. 7878) of Amit Gupta & Associates, Company Secretaries, as the Scrutinizer, for conducting the postal ballot / e-voting process in a fair and transparent manner. The voting will commence on **Friday, April 18, 2025 at 9:00 A.M. (IST) and will end on Saturday, May 17, 2025 at 5:00 P.M. (IST).**

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the resolutions shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Saturday, May 17, 2025, at 5:00 P.M. (IST).**

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out

material facts and the reasons for the Resolution is annexed hereto. The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent **on or before Saturday, 17<sup>th</sup> May 2025 (5.00 p.m. IST)** by means of remote e-voting facility provided by the Company.

**SPECIAL BUSINESSES:**

**1. APPOINTMENT OF MR. RAKESH SHUKLA (DIN: 10955746) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rakesh Shukla (DIN: 10955746), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Independent Category), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 20<sup>th</sup> February 2025 up till 19<sup>th</sup> February 2030.”

**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Chairman & Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Chief Financial Officer and Mrs. Pragati Gupta Agrawal Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

**By the Order of the Board  
For PTC Industries Limited**

**Pragati Gupta Agrawal  
Company Secretary and Compliance Officer  
MNo.- 61754**

**Date: April 14, 2025  
Place: Lucknow**

**NOTES AND INSTRUCTIONS:**

**A. GENERAL**

**I. SPECIAL RESOLUTION**

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution is annexed herewith.
2. Resolutions assented to by the requisite majority of the Shareholders by means of Postal Ballot, including voting by electronic means, are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
3. The Result will be displayed on the Company's website, [www.ptcil.com](http://www.ptcil.com), besides being communicated to the Stock Exchanges on which the Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's Registered office.
4. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days (Monday to Saturday) up to the last day of voting ie. **Saturday, May 17, 2025 at 5:00 P.M. (IST)**.

**II. CUT-OFF DATE & DISPATCH**

5. The Postal Ballot Notice will be sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, April 11, 2025 ie. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
6. Members who have registered their E-mail IDs with their Depository Participants are being sent the Notice of Postal Ballot by E-mail.
7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date i.e. Friday, April 11, 2025 only shall be entitled to avail of the facility of remote e-voting.

**III. VOTING FACILITY**

8. In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company's Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited / Depositories and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.
9. In compliance with sections 108 and 110 of the Companies Act and the Rules made thereunder, the company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions specified above through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this notice.
10. The voting period will commence on and from **Friday, April 18, 2025 at 9:00 A.M. (IST) and will end on Saturday, May 17, 2025, at 5:00 P.M. (IST). (both days inclusive)**.
11. If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case Shareholders cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
12. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
14. 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 [amitguptacs@gmail.com](mailto:amitguptacs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. 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 <https://www.evotingindia.com/> to reset the password.

16. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evotingindia.com/> or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free number 1800 21 09911.

## B. E-VOTING

### I. GENERAL INSTRUCTIONS FOR E-VOTING

- The E-voting period shall commence on **Friday, April 18, 2025, at 9:00 A.M. (IST) and will end on Saturday, May 17, 2025, at 5:00 P.M. (IST). (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as of the Cut-off date, i.e. Friday, April 11, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- During the e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</li> <li>Additionally, there is 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>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; My Easi New (Token) Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting 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 with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <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></p> <p>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

5. **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
6. **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000.

**II. LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.**

- The shareholders should log on to the e-voting website <https://www.evotingindia.com/>
- Click on “Shareholders” module.

3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
4. Next, enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and have logged on to <https://www.evotingindia.com/> and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of the Company for which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

**III. ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR E- VOTING ONLY.**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@ptcil.com](mailto:companysecretary@ptcil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company at [companysecretary@ptcil.com](mailto:companysecretary@ptcil.com) and/or RTA email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

**V. REDRESSAL OF QUERIES**

1. If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free no. 1800 21 09911.
2. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

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

**Item No. 1**

On the recommendation of the Nomination & Compensation Committee ('the Committee'), the Board of Directors of the Company in its meeting held on February 14, 2025, appointed Mr Rakesh Shukla as an Independent Director of the Company for the term of the five years with effect from February 20, 2025, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his appointment.

Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) requires that every listed entity shall ensure that approval of the shareholders for the 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.

In the opinion of the Board, Mr. Rakesh Shukla fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director, and he is independent of the management of the Company. The aforesaid Independent Director shall be entitled to sitting fees for attending the meeting of the Board and Committees of the Board and reimbursement of expenses for attending the said meetings as approved by the Board from time to time. In terms of the aforesaid provisions, the Independent Directors shall not be liable to retire by rotation.

Requisite Notices under Section 160 of the Act proposing the appointment of Mr. Rakesh Shukla have been received by the Company, and consents have been filed by Rakesh Shukla pursuant to Section 152 of the Act.

Brief profile of the proposed appointees, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations with the Stock Exchanges and the Secretarial Standard on General Meetings, are provided herein below. Mr. Rakesh Shukla does not hold any shares in the Company, either in their individual capacity or on a beneficial basis for any other person.

**Profile of Mr. Rakesh Shukla**

Mr. Rakesh Shukla, aged 67 years, is a seasoned banking and finance professional with a distinguished career spanning several decades. He holds an M.Sc. in Chemistry and has earned several prestigious certifications, including CAIIB, a Diploma in Banking Technology (DBT), IIBF Certifications in MSME and Microfinance, and strategic management and financial accounting certifications from IIM Bangalore and IIT Bombay. He has also completed the Board Essentials Certification from the Indian Institute of Corporate Affairs' Independent Directors Databank.

He has a vast and diversified experience in Banking and Finance and has long experience in working banks including as General Manager of Punjab National Bank. His expertise spans Banking Operations, Financial Management, Credit Analysis, Loan Appraisal, Risk Management, Compliance, Audit, Microfinance, MSME Development, and Quality Management Systems.

Details of Directorship: Nil

Details of Committee Membership-Nil

**Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

S.N.	Particulars	Details
1.	Name of Director	Rakesh Shukla
2.	Category / Designation	Director (Independent & Non-Executive)
3.	Director Identification Number	10955746
4.	Age	67 years
5.	Date of Birth	17/07/1958
6.	Brief resume of the director;	Mr. Rakesh Shukla, aged 67 years, is a seasoned banking and finance professional with a distinguished career spanning several decades. He holds an M.Sc. in Chemistry and has earned several prestigious certifications, including CAIB, a Diploma in Banking Technology (DBT), IIBF Certifications in MSME and Microfinance, and strategic management and financial accounting certifications from IIM Bangalore and IIT Bombay. He has also completed the Board Essentials Certification from the Indian Institute of Corporate Affairs' Independent Directors Databank.
7.	Nature of his expertise in specific functional areas;	He has a vast and diversified experience in Banking and Finance and has long experience in working banks including as General Manager of Punjab National Bank. His expertise spans Banking Operations, Financial Management, Credit Analysis, Loan Appraisal, Risk Management, Compliance, Audit, Microfinance, MSME Development, and Quality Management Systems.
8.	Disclosure of relationships between directors inter-se	None
9.	Occupation	Professional
10.	Names of listed entities in which the person also holds the directorship and the chairmanship/membership of Committees of the board	Nil
11.	Listed entities from which the person has resigned in the past three years;	Nil
12.	Number of Equity Shares held in the Company	NIL
13.	Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL
14.	Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Act.
15.	Date of first appointment to the Board	It is proposed to appoint Mr. Rakesh Shukla as Director for his first term on the Board and hence, these details are not applicable.
16.	Skills and capabilities required for the role and the manner in which Director meets such requirements	Refer to the Item no. 1 of the explanatory statement.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except the proposed appointee director is interested in this Special Resolutions.

The Board recommends the Special Resolution as set out as Item No. 1 of the Notice for the approval of the members of the Company.