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# Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

B/h. International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382 405. (Guj.) INDIA.  
(M) 9328804500-6300-7400 E-mail : cfo@vinnyoverseas.in, vinnyoverseas@gmail.com, vinnyoverseas2001@yahoo.com  
Web : www.vinnyoverseas.in • CIN : L51909GJ1992PLC017742

Date: April 08, 2025

To,  
**NATIONAL STOCK EXCHANGE OF INDIA LIMITED,**  
Listing & Compliance Department,  
Exchange Plaza,  
C-1, 5<sup>th</sup> Floor, G Block,  
Bandra Kurla Complex,  
Bandra, Mumbai - 400051.  
India.

To,  
**BSE LIMITED,**  
The Corporate Relationship Department  
Department of Corporate Services,  
25<sup>th</sup> Floor, P.J. Tower,  
Dalal Street Fort,  
Mumbai-400001  
India.

**TRADING SYMBOL: VINNY**

**SCRIPT CODE: 543670**

Dear Sir/Madam,

**Sub: Notice of the Extra- Ordinary General Meeting (EGM) of the Company.**

This is to inform you that the Extra- Ordinary General Meeting (EGM) of the Members of Vinny Overseas Limited will be held on Wednesday, the 30 April, 2025, at 2:30 P.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the Circulars, the Notice of the EGM, has been sent only through electronic mode to those Members whose e-mail Id are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories"). A copy of the Notice of the EGM will also be available on the Company's website i.e. www.vinnyoverseas.in; on the website of the BSE Limited and the National Stock Exchange of India Limited i.e. www.bseindia.com & www.nseindia.com, respectively and on the website of Bigshare Services Pvt. Ltd. i.e. <https://ivote.bigshareonline.com>.

Kindly take the same on record and oblige.

**THANKING YOU,  
FOR, VINNY OVERSEAS LIMITED**

**Hiralal Jagdishchand  
Parekh**

Digitally signed by Hiralal  
Jagdishchand Parekh  
Date: 2025.04.08 21:08:38  
+05'30'

**HIRALAL JAGDISHCHANDRA PAREKH  
MANAGING DIRECTOR  
(DIN: 00257758)**





VINNY OVERSEAS LIMITED

# VINNY OVERSEAS LIMITED



**VINNY OVERSEAS LIMITED**

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF  
VINNY OVERSEAS LIMITED.**

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF VINNY OVERSEAS LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OVAM”), ON WEDNESDAY, APRIL 30, 2025, AT 02:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

- 1. TO CONSIDER REVISION IN REMUNERATION OF MR. HIRALAL JAGDISHCHAND PAREKH, MANAGING DIRECTOR.**

**"RESOLVED THAT** pursuant to the provisions of section 196,197,198 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act and Rules made thereunder [including any statutory modification or re-enactment thereof and pursuant to relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) , consent of the members of the Company be and is hereby accorded for increase in the Remuneration payable to Mr. Hiralal Jagdishchand Parekh [DIN: 00257758) as the Managing Director of the Company by way of change in the existing Remuneration payable to Mr. Hiralal Jagdishchand Parekh for the tenure of his office as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the Remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** Mr. Hiralal Jagdishchand Parekh (DIN: 00257758) is eligible to receive Managerial Remuneration pursuant to the provision of payment of remuneration under Section II item IBJ of Schedule v of companies Act, 2013 subject to the approval of shareholders in the General Meeting.



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**RESOLVED FURTHER THAT** that the Board and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**2. TO CONSIDER REVISION IN REMUNERATION OF MRS. LATADEVI PAREKH, EXECUTIVE DIRECTOR.**

**"RESOLVED THAT** pursuant to the provisions of section 196,197,198 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act and Rules made thereunder [including any statutory modification or re-enactment thereof and pursuant to relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) , consent of the members of the Company be and is hereby accorded for increase in the Remuneration payable to Mrs. Latadevi Parekh [DIN: 02973048) as the Executive Director of the Company by way of change in the existing Remuneration payable to Mrs. Latadevi Parekh for the tenure of his office as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the Remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** Mrs. Latadevi Parekh (DIN: 02973048) is eligible to receive Managerial Remuneration pursuant to the provision of payment of remuneration under Section II item IBJ of Schedule v of companies Act, 2013 subject to the approval of shareholders in the General Meeting.

**RESOLVED FURTHER THAT** that the Board and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



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**3. TO CONSIDER REVISION IN REMUNERATION OF MRS. NISHITA SHAH, EXECUTIVE DIRECTOR.**

**"RESOLVED THAT** pursuant to the provisions of section 196,197,198 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act and Rules made thereunder [including any statutory modification or re-enactment thereof and pursuant to relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) , consent of the members of the Company be and is hereby accorded for increase in the Remuneration payable to Mrs. Nishita Shah [DIN: 07197925] as the Managing Director of the Company by way of change in the existing Remuneration payable to Mrs. Nishita Shah for the tenure of his office as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the Remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** Mrs. Nishita Shah (DIN: 07197925) is eligible to receive Managerial Remuneration pursuant to the provision of payment of remuneration under Section II item IBJ of Schedule v of companies Act, 2013 subject to the approval of shareholders in the General Meeting.

**RESOLVED FURTHER THAT** that the Board and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**FOR, VINNY OVERSEAS LIMITED**

**SD/-**

**HIRALAL JAGDISHCHAND PAREKH  
MANAGING DIRECTOR (DIN  
00257758)**

PLACE: AHMEDABAD

DATE: 08/04/2025



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**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) issued the General Circular Nos.:14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 10/2022 dated 28th December, 2022 (Collectively referred to as “the MCA Circulars”) allowing the Companies whose AGM/EGMs are due in the year 2023, to conduct their AGM/EGMs on or before 30th September, 2023, through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (“the SEBI”) has also issued the Circular Nos.: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (Collectively referred to as “the SEBI Circulars”) permitting the holding of the EGMs, through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 (“Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations, 2015), the EGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of the Members.
2. Since this EGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, a Body Corporate Member are entitled to appoint an Authorised Representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. The Body Corporate Member intending to authorize its representatives to attend the EGM are requested to submit to the Company, a certified true copy of the Board Resolution/authorization document, authorizing their Representative to attend and vote, on their behalf at the EGM.
3. The Register of Members and Transfer Book of the Company will remain closed from Sunday, the 20<sup>th</sup> day of April, 2025 to Saturday, the 26<sup>th</sup> day of April, 2025 (Both days inclusive) for the purpose of the EGM.



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4. The Company has engaged the services of Bigshare India Private Limited, who is also a Registrar to an Issue and Share Transfer Agent (“RTA”) of the Company, as the authorized agency for conducting the e-EGM, providing remote e-voting and e-voting facility for/during the EGM of the Company. The instruction for participation by the Members is given in the subsequent paragraphs.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
6. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the EGM along with the Notice, is being sent only through electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) (“the Depositories”). The Members may note that the Notice will also be available on the Company’s website i.e. [www.vinnyoverseas.in](http://www.vinnyoverseas.in); on the website of the BSE Limited and the National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively.
7. The Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent to the Members, whose e-mail IDs are registered with the Company/Depositories, for communication purposes. In case the Shareholder’s e-mail ID is already registered with the Company/Depositories, login details for e-voting shall be sent on the registered e-mail ID.
8. In case the Shareholder holding Shares in physical mode has not registered his/her e-mail ID with the Company/Depositories, he/she may do so by sending a duly signed request letter to Bigshare Private Limited by providing Folio No. and name of the Shareholder at Bigshare Private Limited (Unit- Vinny Overseas Limited), Office No S6-2 | 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 | Maharashtra | India., E-mail Id: [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).
9. In case the Shares are held in demat mode, the Shareholder may contact the Depository Participant (“DP”) and register the e-mail in the demat account as per



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the process followed and advised by the DP.

10. The SEBI vide its Notification i.e. the SEBI (LODR) (Amendment) Regulations, 2022, dated 24th January, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Further, the SEBI, vide its Circular No.:- SEBI/HO/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, has clarified that the Listed Companies, with immediate effect, shall issue the Securities in dematerialized form only while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc.

In view of the same and to eliminate all risks associated with physical Shares and avail various benefits of dematerialisation, the Members are advised to dematerialise the Shares held by them in physical form.

11. The Members are advised to avail the nomination facility in respect of Shares held by them pursuant to the provisions of Section 72 of the Act. The Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, power of attorney, change of address/name, Income Tax Permanent Account Number (PAN), etc. to their DP only. Changes intimated to the DP will be automatically reflected on the Company's record which will help the Company and its RTA to provide efficient & better services. The Members holding the Shares in physical mode are requested to intimate all above mentioned changes to RTA – Bighare Private India Limited or the Company as soon as the change occurs.
12. The Members holding Shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA Bigshare Private Limited. In respect with Shares held in electronic / demat form, the nomination form may be



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filed with the respective Depository Participant.

- 13.** The SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, have made it mandatory to furnish PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the said document / details are not available on or after April 01, 2023, shall be frozen and Shareholder will not be eligible to lodge grievance or avail service request from the RTA and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding Shares in physical mode were to link their PAN with Aadhaar by March 31, 2022 as specified by the Central Board of Direct Taxes to avoid freezing of folio. Further, as per the above Circular of the SEBI, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025. Keeping the above statutory requirements in view, Members holding Shares in physical form are requested to furnish valid PAN, KYC and Nomination details immediately to the RTA / Company in the required forms, to ensure that, their folios are not frozen on or after April 1, 2023. The Company had sent communication letters on above to respective Shareholders for submission of required documents.
- 14.** The Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the Meeting, Replies will be provided in respect of such queries received in writing, only at the Meeting.
- 15.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at its email ID [cs@vinnyoverseas.in](mailto:cs@vinnyoverseas.in) till the date of the EGM.
- 16.** Non-resident Indian Shareholders are requested to inform about the change in



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the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be.

17. The Company is having depository arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the Shareholders to hold and trade Company's equity Shares in electronic form. Interested Shareholders can avail this facility by opening a beneficiary account with depository participants. For more details, Shareholders may contact the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited (Unit- Vinny Overseas Limited), Office No S6-2 | 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 | Maharashtra | India., E-mail Id: [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com).
18. The Board of Directors has appointed M/S Ladhawala & Associates Company Secretaries ( M.No.41819) (COP No.16599), Proprietorship Firm, Practicing Company Secretary, having Office at A 909, Ashutosh Group, Aatma House, Opp. LA-Gajjar Complex, Ashram Road, Ellisbridge, Ahmedabad- 380006, to act as Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.mrtglobal.com](http://www.mrtglobal.com) and on the website of e-voting agency i.e. <https://instavote.linkintime.co.in> and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and will be communicated to the Stock Exchange.
20. Voting through electronic means:
  - (a) The business as set out in the Notice may be transacted through electronic



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voting system. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Secretarial Standards-2 issued by the Institute of Companies Secretaries of India (ICSI) on General Meetings and in compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means to all its Members to enable them to cast their votes electronically. The Company has made necessary arrangements with Link Intime India Private Limited (RTA) to facilitate the Members to cast their votes from a place other than the venue of the EGM [remote e-voting].

- (b) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the EGM. Persons who are not Members as on the cut-off date should treat this notice for information purpose only.
- (c) The Notice will be displayed on the website of the Company i.e. [www.vinnyoverseas.in](http://www.vinnyoverseas.in); on the website of e-voting agency i.e. <https://ivote.bigshareonline.com> and on the website of BSE Limited and National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively.
- (d) The Members who have cast their vote by remote e-voting prior to EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (e) The Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice. Eligible Members who have acquired Shares after the dispatch of the Notice and holding Shares as on the cut-off date may approach RTA for issuance of the USER ID and Password for exercising their right to vote by electronic means.
- (f) The remote e-voting period will commence at 09:00 a.m. (IST) on Sunday, April 27, 2025 and will end at 05:00 p.m. (IST) on Tuesday, April 29, 2025. During this period Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e.



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Wednesday, April 23, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter.

**FOR, VINNY OVERSEAS LIMITED**

**SD/-**

**HIRALAL JAGDISHCHAND PAREKH**

**MANAGING DIRECTOR**

**(DIN 00257758)**

PLACE: AHMEDABAD

DATE: 08/04/2025



**VINNY OVERSEAS LIMITED**

**EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.**

[As required by Section 102 of the Companies Act, 2013 (“the Act”) and pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 of accompanying Notice.]

**Item No.1**

The Board of Directors in its meeting held on March 25, 2025 recommended by Nomination and Remuneration Committee, approved the payment of remuneration of 1,25,00,000 maximum per annum individually, to Mr. Hiralal Jagdishchand Parekh (DIN: 00257758) as Managing Director of the Company, with effect from April 1, 2025, for the tenure of their office, subject to the approval of the Shareholders in the Extra Ordinary General Meeting.

The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.

Leave Travel concession allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.

Foreign Travelling Expenses: For self and family incurred once in a year as approved by the Nomination & Remuneration committee and Board of Directors.

Car use of fully maintained company's car with chauffeurs and fuel reimbursement.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.



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

Bonus for the Financial Year, at the discretion of the company with the approval of shareholders.

**Item No. 2**

The Board of Directors in its meeting held on March 25, 2025 recommended by Nomination and Remuneration Committee, approved the payment of Remuneration of 30,00,000 maximum per annum individually, to Mrs. Latadevi Parekh (DIN: 02973048) as Executive Director of the Company, with effect from April 1, 2025, for the tenure of their office, subject to the approval of the Shareholders in the Extra Ordinary General Meeting.

The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.

Leave Travel concession allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.

Foreign Travelling Expenses: For self and family incurred once in a year as approved by the Nomination & Remuneration committee and Board of Directors.

Car use of fully maintained company's car with chauffeurs and fuel reimbursement.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.

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

Bonus for the Financial Year, at the discretion of the company with the approval of shareholders.



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**Item No. 3**

The Board of Directors in its meeting held on March 25, 2025 recommended by Nomination and Remuneration Committee, approved the payment of Remuneration of 30,00,000 maximum per annum individually, to Mrs. Nishita Parekh (DIN: 07197925) as Executive Director of the Company, with effect from April 1, 2025, for the tenure of their office, subject to the approval of the Shareholders in the Extra Ordinary General Meeting.

The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.

Leave Travel concession allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.

Foreign Travelling Expenses: For self and family incurred once in a year as approved by the Nomination & Remuneration committee and Board of Directors.

Car use of fully maintained company's car with chauffeurs and fuel reimbursement.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.

Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.

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

Bonus for the Financial Year, at the discretion of the company with the approval of shareholders.

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**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. 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.
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1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or 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 my easi 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 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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, 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 <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li></ol>



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<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"><li>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.nsdl.com">https://eservices.nsdl.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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



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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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

### **2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.



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- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
    - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
    - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**



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- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### Helpdesk for queries regarding e-voting:

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

### **4. Procedure for joining the EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

### **The instructions for Members for e-voting on the day of the EGM are as under:-**

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM 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 system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.



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**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.