



National Stock Exchange of India Limited

(CIN: U67120MH1992PLC069769)

Registered Office: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra, India

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Saturday, May 25, 2024, at 9:00 a.m. (IST)	Sunday, June 23, 2024, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as the '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') read with applicable circulars issued by Securities and Exchange Board of India ('**SEBI**') from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), as amended from time to time, to transact the following special businesses by the members of the Company through postal ballot by remote e-voting process only.

Sl.	Particulars
1.	Increase of Authorised Share Capital of the Company and consequent Alteration to the Memorandum of Association of the Company
2.	Issue of Bonus Shares by way of capitalization of reserves

Pursuant to Section 102 and other applicable provisions of the Act read with the Rules made thereunder, the statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') and forms part of this Notice.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('**RTA**') as on **Friday, May 17, 2024** ('**Cut-Off Date**') and whose e-mail addresses are registered with the Depositories/Depository Participant(s). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of assent or dissent of the members would only take place through the remote e-voting process.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for the purpose of providing remote e-voting facility to its

members. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings> and website of NSDL at www.evoting.nsdl.com. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Sunday, June 23, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Ms. Ashwini Inamdar (FCS 9409 and COP No. 11226), failing her, Ms. Alifya Sapatwala (ACS 24091 and COP No. 24895), Partners of Mehta & Mehta, Practising Company Secretaries, as the Scrutinizer, to scrutinize the Postal Ballot process in a fair and transparent manner. As authorised by the Board of Directors, upon completion of the scrutiny of the votes cast, the Scrutinizer shall submit their report to the Company Secretary of the Company within the prescribed time. The results of the remote e-voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings> and on the website of NSDL at www.evoting.nsdl.com within the statutory timelines. Additionally, the results will be placed on the notice board at the Registered Office of the Company. The Resolutions, if passed with the requisite majority through Postal Ballot shall be deemed to have been passed, on the last date specified for remote e-voting i.e. on Sunday, June 23, 2024.

SPECIAL BUSINESS:

1. Increase of Authorised Share Capital of the Company and consequent alteration to the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Securities and Exchange Board of India (SEBI), the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from the existing Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Re. 1/- (Rupee One) each to Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Re. 1/- (Rupee One) each;

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following revised clause:

“V. The Authorized Share Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crores) equity shares of Re. 1/- (Rupee One only) each, with power to increase and reduce the capital of the Company.”

RESOLVED FURTHER THAT the alteration to the Memorandum of Association of the Company in respect of increase in Authorised Share Capital shall take effect only upon receipt of approval from SEBI and following the due process required under Regulation 42 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with other applicable provisions in this behalf;

RESOLVED FURTHER THAT the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company or any other person as may be authorised by any of them, be and are hereby severally authorized to file the necessary application with the regulatory authorities, to settle

all questions, difficulties or doubts that may arise, to submit such other documents and information as may be required by any regulator and/or statutory authority(ies), to file necessary forms with the Registrar of the Companies/Ministry of Corporate Affairs, as the case may be, to comply with all other requirements under the applicable laws in this regard and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to proposed alterations to the Memorandum of Association of the Company and adoption of altered Memorandum of Association of the Company.”

2. Issue of Bonus Shares by way of capitalization of reserves:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, enabling provisions of the Articles of Association of the Company and in accordance with, Foreign Exchange and Management Act, 1999, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions of the acts, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) or any other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals and pursuant to the recommendation of the Board of the Directors of the Company, the consent of the Members be and is hereby accorded to capitalize a sum not exceeding Rs. 198,00,00,000/- (Rupees One Hundred and Ninety Eight Crores only) from and out of (i) the sum standing to the credit of ‘Securities Premium Account’ i.e. Rs. 35,50,00,000 (Rupees Thirty Five Crores and Fifty Lakhs Only); and balance from (ii) the ‘Free Reserves’ of the Company to the extent of Rs. 162,50,00,000 (Rupees One Hundred Sixty Two Crores and Fifty Lakhs Only), as per the audited financial statements of the Company for the financial year ended March 31, 2024 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 198,00,00,000 (One Hundred and Ninety Eight Crores) equity shares of Re. 1/- (Rupee One) each as fully paid up bonus shares, to the eligible members of the Company holding fully paid-up equity shares of Re. 1/- (Rupee One) each, whose names appear in the Register of Members/Beneficial Owners’ position of the Company on such date (“**Record Date**”) to be fixed for the purpose, in the proportion of 4:1 i.e. 4 (Four) new equity shares of Re. 1/- (Rupee One) each be issued for every 1 (One) existing equity share of Re. 1/- (Rupee One) each held as on the Record Date and that the new bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income of the shareholders;

RESOLVED FURTHER THAT the new equity shares of Re. 1/- (Rupee One) each to be issued and allotted as bonus shares shall be issued in dematerialized form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company including the right to get dividend, declared by the Company, if any, post allotment of such Bonus Shares;

RESOLVED FURTHER THAT the aforesaid resolution(s) shall come into force only upon approval of shareholders and Securities and Exchange Board of India for the alteration in Memorandum of Association in respect of the increase in authorised capital from the existing Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Re. 1/- (Rupee One) each to Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Re. 1/- (Rupee One) each;

RESOLVED FURTHER THAT the Managing Director & CEO or Chief Financial Officer or the Company Secretary of the Company or any other person as may be authorised by any of them, be and are hereby severally authorised to take all the necessary steps for giving effect to the foregoing resolution, including issue of corporate action form, issue of allotment letters, if required, fixing and finalising the Book Closures dates and Record Date, file necessary forms with the regulatory authorities in accordance with

the applicable laws, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and things as deemed necessary, proper or desirable in relation to the foregoing."

By order of the Board of Directors
For National Stock Exchange of India Limited

Sd/-
Rohit Gupte
Company Secretary
(Membership No. 12422)

Date: May 03, 2024

Place: Mumbai

NOTES:

1. Pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, the explanatory statement pertaining to the said resolutions setting out the material facts and reasons/rationale thereof is annexed and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek the approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.
3. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility only to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members. The detailed procedure with respect to remote e-voting is mentioned in Note No. 16 of this Notice. The Notice is available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings> and on the website of NSDL at www.evoting.nsdl.com.
4. The remote e-voting shall commence on Saturday, May 25, 2024 from 9.00 a.m. (IST) and shall end on Sunday, June 23, 2024 at 5.00 p.m. (IST). Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Sunday, June 23, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.
5. The Board of Directors has appointed Ms. Ashwini Inamdar (FCS 9409 and COP No. 11226), failing her, Ms. Alifya Sapatwala (ACS 24091 and COP No. 24895), Partners of Mehta & Mehta, Practising Company Secretaries, as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.
6. As authorised by the Board of Directors of the Company, the Scrutinizer will complete the scrutiny of the votes cast and submit his report to the Company Secretary of the Company post the closure of the remote e-voting process and the results of the Postal Ballot shall be declared accordingly at the Registered Office of the Company within the statutory timelines. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings>

and on the website of NSDL at www.evoting.nsdl.com. Additionally, the results will also be placed on the notice board at the Registered Office of the Company.

7. The Resolution, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting Sunday, June 23, 2024.
8. In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories / Link Intime India Private Limited, the Company's RTA as on Friday, May 17, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Depositories/Depository Participants . Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, May 17, 2024.
9. Only those members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
10. It is also clarified that all members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Depositories/Depositories Participant) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
11. Members may download the Notice from the Company's website at <https://www.nseindia.com/investor-relations/shareholders-meetings> or from NSDL's website at www.evoting.nsdl.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Once the vote on the resolution is cast by the members, the members shall not be allowed to change it subsequently.
14. The relevant document(s) referred to in the Notice or Statement will be available for inspection till the last date specified for e-voting i.e. Sunday, June 23, 2024. Members desirous of inspecting the said document(s) may send their requests to secretarialdept@nse.co.in from their registered e-mail addresses mentioning their names, DP ID and Client ID / Beneficiary ID.
15. Members whose email addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail address for e-voting for the resolutions set out in this notice are requested to please register/ update their email address with their respective Depository Participant. Members may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by providing their DP ID and Client ID (16 digit DP ID and CL ID or 16 digit beneficiary ID). In accordance with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P /2023/120 dated July 11, 2023, individual shareholders holding securities in demat mode can 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 held with respective Depository Participant in order to access e-voting facility.

REMOTE E-VOTING AND STEPS TO BE FOLLOWED THEREOF:

16. For those members opting for remote e-voting, the process and manner of remote e-voting will be as follows: The remote e-voting period begins from 9.00 A.M. on Saturday, May 25, 2024, and ends at 5.00 P.M. on Sunday, June 23, 2024. During this period, members of the Company, holding shares as on the Cut-Off date i.e., Friday, May 17, 2024, may cast their vote electronically. The

remote e-voting module shall be disabled by NSDL for voting thereafter. The communication of the assent or dissent of the Members would only take place through the e-voting system.

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting service provider 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, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. 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.</p>

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 evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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?”** option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) 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.
2. Select “EVEN” for NSE i.e. **128628** 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 info@mehta-mehta.com with a copy marked to 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?](#)” option available on 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager at 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 e mail ids for e-voting for the resolutions set out in this Notice:

1. 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 secretarialdept@nse.co.in. 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.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI Master Circular dated July 11, 2023, 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:

Item No. 1

Presently, the authorized share capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Re. 1/- (Rupee One) each. Against the same, the paid-up capital of the Company stands at Rs. 49,50,00,000 (Rupees Forty Nine Crores and Fifty Lakhs Only) divided into 49,50,00,000 (Forty Nine Crore and Fifty Lakhs) fully paid-up equity shares of Re. 1/- (Rupee One) each.

In view of the proposed Bonus Issue of the equity shares of the Company, the authorized share capital of the Company needs to be increased and consequently the Memorandum of Association of the Company is required to be altered. In furtherance to the above objective, the Board of Directors at its meeting held on May 03, 2024, has considered and approved the increase in authorized share capital of the Company from the present Rs. 50,00,00,000 (Rupees Fifty Crore Only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each to Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Re. 1/- (Rupee One) each and consequent alteration to the Memorandum of Association by substituting the existing Clause V with the new Clause V as mentioned hereunder, subject to the approval of members of the Company and Securities and Exchange Board of India (SEBI).

“V. The Authorized Share Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crores) equity shares of Re. 1/- (Rupee One only) each, with power to increase and reduce the capital of the Company.”

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013, approval of the members is required for increasing the authorized share capital of the Company and alteration in the Memorandum of Association of the Company.

Additionally, in terms of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (**‘SECC Regulations’**), as amended from time to time, the alterations to the Memorandum of Association shall be subject to the approval of SEBI.

A draft copy of the altered Memorandum of Association of the Company is available for inspection till the last date specified for e-voting i.e. Sunday, June 23, 2024. Members desirous of inspecting the same may send their request to secretarialdept@nse.co.in.

The Board of Directors recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of the members of the Company to be passed as an ordinary resolution.

None of the Directors, Key Managerial Personnel (and their relatives) of the Company, are in any way concerned or interested (financial or otherwise) in the passing of the above resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2

Over a period of time, the overall activity of the Company has expanded significantly; especially in last 4-5 years and has correspondingly reflected in a strong network of the Company. Under the Companies Act, 2013 (**‘Act’**), read with various rules, stipulations, etc., including appropriate SEBI regulations, there are different ways in which a company can look at rewarding its shareholders. One such methodology is by issuing bonus shares in terms of provisions of Section 63 of the Act.

In view of above, the Board of Directors at its meeting held on May 03, 2024, had considered and approved the issuance of bonus shares in the ratio of 4:1, i.e. 4 (Four) fully paid-up bonus equity shares of Re. 1/- (Rupee One) each for every 1 (One) fully paid-up equity share of Re. 1/- (Rupee One) each to the shareholders of the Company holding shares as on the Record Date (to be determined), subject to the approval of members of the Company.

For issuing bonus shares, the Company will need to increase its authorized share capital consequent to which the Memorandum of Association of the Company would need an alteration. Further, as the Company is governed by the Securities Contract (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018 ('**SECC Regulations**'), pursuant to Regulation 42 of the said Regulations, any alteration to the Memorandum of Association becomes effective only upon receipt of approval from SEBI and following the due process prescribed under the SECC Regulations. The Resolution for the issue of Bonus shares, if approved, shall come into force only upon receipt of such approval from SEBI. The process to be followed as prescribed under the SECC Regulations is as under:

- a. Publication in the Official Gazette (Pre-application to SEBI), both Centre and State of Maharashtra, about the alteration in the Memorandum of Association providing a time to the general public of 15 days to make comments / criticism, if any on the proposed alteration.
- b. Application to be made to SEBI (post 15 days from the date of above publication) along with the minutes of the Board, Shareholders Resolution, and Public criticism, if any.
- c. Post approval from SEBI, publication in the Official Gazette (Post), both Centre and State of Maharashtra about the alteration in the Memorandum of Association.

The date of publication in the Official Gazette i.e. Centre or State of Maharashtra, mentioned at point no. c above, whichever is later, shall be the date when the increased authorised capital of the Company becomes effective ('**Approval Date**').

As the Approval Date cannot be ascertained now, the Record Date for Bonus issue cannot be fixed at this point in time. Also, it may be noted that there is significant interest / activity for the shares of the Company and hence the number of applications received for transfer are quite high. In order to ensure compliance with the 'fit and proper criteria' and 'monitoring shareholding limits' as specified under the SECC Regulations, the International Securities Identification Number (ISIN) of the Company has been kept under suspended mode. Accordingly, the transfers are processed through a manual process i.e. by means of corporate actions. The process involves multiple stakeholders like Company, RTA, Depositories and hence, it would be difficult to finalize the list the shareholders entitled to Bonus shares on any given date.

In view of the above and pursuant to the provisions of Section 91 of the Act, read with rules made thereunder and the provisions of Articles of Association of the Company, it is also proposed that the Register of Members shall be closed for a period of 30 days, so that the in-hand transfer applications could be processed. This would enable the Company to update the Register of Members and the final list of members entitled for Bonus shares on the Record Date could be arrived at.

The following table depicts the tentative schedule for ascertaining the Record Date:

Particulars	Tentative Schedule
Approval Date	T Day
Issue of advance Notice in newspaper for announcing Book Closure	On or before the T + 5th day
Book Closure to commence from	T + 20th day
Book Closure to end on	T + 49th day
Record Date	T + 49th day

The above-mentioned schedule is for illustration purpose only and may undergo a change depending on the record date to be finalized for the purpose of final dividend for the financial year ended on March 31, 2024, to ensure compliance with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which inter alia provides that a time gap of at least 30 days shall be ensured between two record dates / book closures.

For the sake of clarity and to bring transparency among all the concerned, the stakeholders are requested to note that the Company shall be following the below mentioned terms and conditions for processing of share transfer applications during the Book Closure period:

1. The Company shall not entertain fresh applications for transfer of shares of the Company during the Book Closure period.

2. Further, only such transfer applications where the Stage II documents (viz., documents required for processing the transfer of shares through corporate action form), complete in every respect, have been received before the commencement date of Book Closure would be undertaken for further processing.
3. Should there be any deficiencies in the documents submitted, and consequent rejection of the same by the depositories, the parties will be allowed to rectify the deficiencies at least 5 days before the Record Date, failing which the applications will be put on hold to be executed post the allotment of bonus shares.
4. In cases referred to in point 3 above, where deficiencies are not resolved and consequently shares are not credited to the buyer's demat account, the bonus shares shall be credited to the account of the registered holder on the Record Date.

The details of paid-up share capital - pre and post proposed bonus issue is as under:

Number of shares Pre-Bonus	Number of shares Post Bonus
49,50,00,000 (Forty Nine Crores and Fifty Lakhs) equity shares of Re. 1/- (Rupee One) each aggregating to a paid-up share capital of Rs. 49,50,00,000 (Rupees Forty Nine Crores and Fifty Lakhs Only)	247,50,00,000 (Two Hundred Forty Seven Crores and Fifty Lakhs) equity shares of Re. 1/- (Rupee One) each aggregating to a share capital of Rs. 247,50,00,000 (Rupees Two Hundred Forty Seven Crores and Fifty Lakhs Only)

Pursuant to the provisions of Article 175 of the Articles of Association of the Company, it is necessary for the shareholders to approve the issue of Bonus Shares by way of capitalization of reserves and accordingly the resolution is proposed for the approval of the shareholders of the Company. The Bonus shares so allotted shall rank pari passu in all respects with the existing fully paid-up Equity Shares of the Company and the same shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The Company has not issued any debt instruments and has not accepted any fixed deposit. Further, the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. The Company does not have any identified promoter. None of the directors of the Company is a fugitive economic offender.

The Board of Directors recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the members of the Company to be passed as an ordinary resolution.

None of the Directors, Key Managerial Personnel (and their relatives) of the Company, are in any way concerned or interested (financial or otherwise) in the passing of the above except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors
For National Stock Exchange of India Limited
Sd/-
Rohit Gupte
Company Secretary
(Membership No. 12422)

Date: May 03, 2024
Place: Mumbai