



SIR SHADI LAL ENTERPRISES LTD.

SHAMLI-247776, DISTT SHAMLI (U.P.) ♦ TEL : (01398) 250064, 250082 ♦ FAX : 01398-250032 ♦ E-mail : udsm_shamli@sirshadilal.com
CIN : L51909UP1933PLC146675

To,
The Department of Corporate Affairs
The BSE Limited
25Th Floor P J Towers,
Dalal Street, Mumbai -400001, India

Date: 19.09.2024

Sir Shadi Lal Enterprises Limited – Scrip Code- 532879
Subject: Submission of Postal Ballot Notice


In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we enclose herewith a copy of Postal Ballot Notice dated 18th September, 2024 together with Explanatory Statement thereto, seeking approval of the members of the Company by way of a special resolution for appointment of Ms. Ratna Dharashree Viswanathan (Director Identification Number: 07278291) as an Independent Director (Non-Executive Independent Director) of the Company, not liable to retire by rotation, to hold office for a period of two consecutive years with effect from 18th September, 2024 to 17th September, 2026.

The notice has been sent electronically to all those members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Securities (India) Limited (“CDSL”) and whose e-mail addresses are registered with the Company/Depositories as on 13th September, 2024 (“Cut-Off Date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”), to provide remote e-voting facility to its Members to cast their votes on the special resolution set out in the Postal Ballot Notice. The remote e-voting will commence on Friday, 20th September, 2024 at 9.00 A.M. (IST) and end on Saturday, 19th October, 2024 at 5.00 P.M. (IST). The remote e-voting module will be disabled/ blocked thereafter for voting by the Members. The detailed instructions and manner of casting vote through remote e-voting are provided in the Postal Ballot Notice. A copy of the Postal Ballot Notice is also available on the Company's website www.sirshadilal.com.

This is for your information and record.

Thanking you.
Yours faithfully
For Sir Shadi Lal Enterprises Limited


(Ajay Kumar Jain)
Company Secretary
FCS 5826

Enclosed: As above

Copy to;

National Securities Depository Limited 4 th & 5 th Floor, Trade World, A Wing, Kamala Wing Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013	Central Depository Services (India) Limited Marathon Futurex A- Wing 25 th Floor N.M.Joshi Marg, Lower Parel Mumbai -400013
--	--



SIR SHADILAL ENTERPRISES LIMITED

A **Triveni** Company

(Corporate Identity No.L51909UP1933PLC146675)

Regd. Office: UPPER DOAB SUGAR MILLS, SHAMLI (U.P.)- 247776

Ph.: 01398-250064 Fax: 01398-250032 email Id: shares@ssel.trivenigroup.com

Website: www.sirshadilal.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No. 9/2023 dated September 25, 2023 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("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, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the Special Resolution as set out in the Notice is proposed for consideration by the members of Sir Shadi Lal Enterprises Limited (the "Company") for passing by means of Postal Ballot through remote e-voting by electronic means only.

A detailed Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act in respect of proposed special resolution specified at Item No. 1 of the Notice to be passed through postal ballot (via remote e-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). 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.

If your email address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent and dissent of the Members would only take place through the remote e-voting system.

In terms of the provisions of Section 108 of the Companies Act, read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility to the members to exercise votes on the item of special business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/> for providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is available on the website of the Company at <https://www.sirshadilal.com>

Members desiring to exercise their vote through 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 **October 19, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Ms Leena Jain, Practicing Company Secretaries (CP No. 4946/ M.No. 10296), as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman, or in his absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will counter sign the same. The results of the Postal Ballot would be announced on or before **October 21, 2024**.

The results declared along with the Scrutinizer Report will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited ('BSE'), in accordance with the provisions of the Companies Act. The result will also be displayed at the Company's web site i.e. <https://www.sirshadilal.com> and on the website of NSDL at <https://www.evoting.nsdl.com/>.

The Special Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **October 19, 2024**. The Scrutinizer's decision on the validity of e-voting shall be final.

Special Business

1. Appointment of Ms. Ratna Dharashree Viswanathan (DIN: 07278291) as an Independent Director

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made there under and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Ratna Dharashree Viswanathan (DIN:07278291), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Companies Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Companies Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of two consecutive years with effect from 18th September, 2024 to 17th September, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution."

By order of the Board

Ajay Kumar Jain
Company Secretary
M. No. F-5826

Place: Shamli

Date : September 18, 2024

NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the 'Companies Act') in respect of proposed special resolution to be passed through postal ballot, along with details in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, as amended ('Listing Regulations'), are annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA and to all members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, September 13, 2024** as received from the Depositories. The Ministry of Corporate Affairs vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
3. The Notice is also available on the website of the Company at <https://www.sirshadilal.com>, on the website of stock exchange i.e .BSE Limited at www.bseindia.com and on the website of the NSDL i.e. <https://www.evoting.nsdl.com/>.
4. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Friday, September 13, 2024**, i.e., "**Cut-Off date**". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. **The remote e-voting period commences from 9:00 a.m. (IST) on September 20, 2024 and ends at 5:00p.m.(IST) on October 19, 2024.** The e-voting module will be disabled / blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
6. The Company has appointed Ms Leena Jain, Practicing Company Secretaries (CP No. 4946/ M.No. 10296) as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or in his absence, to the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before October 21, 2024 and will be displayed on the website of the Company (i.e. <https://www.sirshadilal.com>), NSDL (i.e. <https://www.evoting.nsdl.com/>) and intimated to BSE.
7. All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting. Members seeking to inspect such documents can send an email to shares@ssel.trivenigroup.com.

8. The shareholders are hereby informed that the Registered office of the Company shall be shifted from Upper Doab Sugar Mills, Shamli (U.P.)- 247776 to its new location at A-44, Hosiery Complex, Phase-II Extension, Noida-201 305, Uttar Pradesh with effect from October 1, 2024.
9. SEBI has vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 made it mandatory for holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have these details shall be eligible to lodge grievance or avail any service request from the RTA/Company and any payment of dividend, in respect of such folios, only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety.

The members holding shares in physical mode are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed ISR Form(s) duly filled up and signed by all the registered holders along with supporting documents to Company's RTA, M/s Alankit Assignments Ltd. by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below:

Name	Alankit Assignment Ltd. (Unit: Sir Shadi Lal Enterprises Ltd.)
Address	Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055.

Members who are holding shares in demat mode are requested to approach their respective Depository Participants ('DPs') for change of address, registration of e-mail address, nomination and updation of bank account details etc.

10. **Voting through electronic means:** In terms of the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') read with MCA Circulars, and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the special business contained in this Notice through electronic voting system only, to members holding shares as on Friday, September 13, 2024 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the E-voting platform provided by NSDL.

As per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 inter-alia on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

1. Instructions for members for e-voting:

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

Step 2: Cast your vote electronically on 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:

- (I) Login method for remote e-voting for individual shareholders holding securities in demat mode through Depositories e-voting system.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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.

	<ol style="list-style-type: none"> 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </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 No. 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 Shareholder (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 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. NSDL and CDSL.

Logintype	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
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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL .	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL .	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form .	EVEN Number i.e., 123867 followed by Folio Number registered with the company. For example if folio number is 001***, then user ID is 123867001***

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN" of SIR SHADI ENTERPRISES LIMITED, which is 131755.
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 through its registered e-mail address to cs.leenajain@gmail.com with a copy marked to shares@ssel.trivenigroup.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 or send a request 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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@ssel.trivenigroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@ssel.trivenigroup.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013

The following statement sets out the material facts relating to the business mentioned under Special Resolution 1 of the accompanying Notice.

Item No.1

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Companies Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), and the provisions of Articles of Association of the Company, and considering the vacancy caused by the resignation of Ms Radhika Viswanathan Hoon (DIN: 06436444), as Non-Executive Non-Independent Woman Director, the Board of Directors of the Company had, based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 17th September, 2024, approved the appointment of Ms. Ratna Dharashree Viswanathan (DIN:07278291) as an Additional Director (designated as Non-Executive Independent Director) for a term of two consecutive years with effect from 18th September, 2024, subject to approval of the members.

As per the provisions of Section 161 of the Companies Act, Ms. Ratna Viswanathan shall hold office up to the date of the next Annual General Meeting ('AGM'). Further, pursuant to Regulation 17(1E) of the Listing Regulations, any vacancy in the office of a director shall be filled by the Company at the earliest and in any case not later than three months from the date of such vacancy. Furthermore, pursuant to Regulation 17(1C) of the Listing Regulations, approval of the members of the Company is required to be taken at the next general meeting or within a time period of three months from the date of her appointment, whichever is earlier. Ms Viswanathan is eligible to be appointed as an Independent Director for a term up to two consecutive years. The Company has received notice under Section 160 of the Companies Act from a member, signifying his intention to propose the candidature of Ms. Viswanathan for appointment as an Independent Director of the Company.

The Company has received consent from Ms Viswanathan to act as a Director and a declaration that she is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Companies Act, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Ms. Viswanathan confirming that she meets the criteria of independence prescribed under the applicable provisions of the Companies Act and the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Ms. Viswanathan has confirmed that her name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Board, Ms. Viswanathan is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Companies Act read with Rules made there under and the Listing Regulations for her appointment as an Independent Director of the Company and she is independent of the management of the Company. Considering her extensive experience and expertise across various domains, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Viswanathan as an Independent Director of the Company.

The draft terms and conditions for appointment of Ms. Viswanathan as an Independent Director shall be made available for inspection by the members through electronic mode up to the date of AGM. The relevant information in respect of Ms. Viswanathan pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Ms. Viswanathan is as under:

"Ms. Ratna Dharashree Viswanathan is a committed and value driven development professional, who comes with an extensive experience of about 35 years across a wide range of diversified sectors such as strategy building, microfinance, project management, change management, Human Resource and Financial management.

Belonging to the 1987 batch of the Indian Audit and Accounts Service (IA&AS), Ms. Ratna Viswanathan has served in various departments of the Government of India including Audit, Defence and Prasar Bharti during the period from 1987-2008. She has been on the Board of Mudra Bank during 2015-18, and a Member of the RBI's Financial Inclusion Advisory Committee and has been the Chairperson of the South Asian Microfinance Network. She has been the CEO of MFIN (Micro Finance Institutions Network) from Jan-2014 to Jan-2018. She has built a strong Self Regulating Organisation in line with the sector supervision mandate of the RBI and brought in a strong sense of credibility for the sector. She was the CEO of the Sustainable India Finance Facility which is an entity set up in partnership between the United Nations Environment Programme and BNP Paribas to bring in private sector investment and capacity building in to sectors such as sustainable agriculture, water conservation, renewables and forest protection. She has also served at very senior levels in well-known international NGOs such as Oxfam India and VSO India during 2008-2013. She holds a Master's Degree in English Literature from Lucknow University, and has Diploma in Environment and Third World Development from OULSEAs per the provisions of the Companies Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board commends the passing of Special Resolution set out at Item No.1 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Ms. Ratna Dharashree Viswanathan, the appointee and her relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Special Resolution.

Details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Ms. Ratna Dharashree Viswanathan
DIN	07278291
Date of Birth & Age	April 15, 1963 (61 years)
Nationality	Indian
Date of first appointment on the Board	September 18, 2024
Qualifications	She holds Master's Degree in English Literature from Lucknow University, and has Diploma in Environment and Third World Development from London School of Economics.
Experience and Expertise	She is a value driven development professional with an extensive experience of about 35 years across a wide range of diversified sectors such as strategy building, microfinance, project management, change management, Human Resource and Financial management. For brief resume, please refer to explanatory statement at item no.1 of this notice.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as an Independent Director for a term of two consecutive years commencing from 18th September, 2024 to 17th September, 2026, not liable to retire by rotation. As an Independent Director she will be entitled to such remuneration by way of fees, reimbursement of expenses for participation in the Board/Committee's meetings and profit related commission as may be decided by the Board from time to time in accordance the applicable provisions of the Companies Act, 2013 and Listing Regulations.
Remuneration last drawn by such person, if applicable	Not Applicable
Directorship held in other companies (excluding foreign companies)/ Foundations	Moneyboxx Finance Ltd. Dilip Buildcon Ltd. Fusion Finance Ltd. Reach to Teach Private Ltd. Reach to Teach Foundation Suryoday Foundation
Memberships/ Chairmanships of Committees in other public companies	<u>Audit Committee</u> Moneyboxx Finance Ltd. (Member) Dilip Buildcon Ltd (Chairperson) <u>Stakeholders Relationship Committee</u> Moneyboxx Finance Ltd. (Chairperson) Fusion Finance Ltd. (Chairperson) <u>Nomination and Remuneration Committee</u> Dilip Buildcon Ltd (Member) Moneyboxx Finance Ltd. (Chairperson) Fusion Finance Ltd. (Chairperson) <u>CSR Committee</u> Fusion Finance Ltd. (Chairperson) <u>Independent Directors Committee</u> Dilip Buildcon Ltd (Member)
Number of Board Meetings attended during last FY24	Not Applicable
Name of the listed companies from which resigned in the past three years	None
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None