

CDG PETCHEM LIMITED

12th Annual Report FY- 2022-23

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliance by Companies through electronic mode. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.

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CORPORATE INFORMATION

CIN	:	L51100TG2011PLC072532
Board of Directors		
Mr. Mr. Manoj Kumar Dugar	:	Chairman and Managing Director
Mr. Rajesh Chandanmal Dugar	:	Non- Executive Director
Smt. Renu Dugar	:	Non- Executive Woman Director
Mr. Arvind Surana	:	Independent Director
Mr. Manoj Kumar	:	Independent Director
Mr. Manoj Kumar Baid	:	Independent Director (appointed w.e.f 19.05.2023)
Mr. Dilip Kumar Surana	:	Independent Director (Resigned w.e.f 19.05.2023)
Company Secretary & Compliance Officer	:	Ms. Purva Palshikar
Chief Financial Officer	:	Mr. Nikhil Agarwal
Registered office	:	Plot No 10 &11, MCH No 1-8-304 to 307, Pattigadda Road Hyderabad TG - 500003 Tel: 040-27909001 Fax: 040-27721360,
Auditors	:	M/s. Bhalotia & Associates, Chartered Accountants Dugar Arcade, 1-11-240/5/1, 1st Floor, Shyam lal Building, Begumpet, Secunderabad- 5000016
Bankers	:	ICICI Bank, Khairatabad branch, Kotak Mahindra Bank, Secunderabad branch
Share Transfer Agents	:	M/s. CIL Securities Limited, 3, 214 Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 Ph: 040-23203155
Investor e-mail ID	:	corporate@dugargroup.net
Website	:	www.procurepoint.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the members of CDG Petchem Limited (CIN: L51100TG2011PLC072532) will be held on Saturday, the 19th day of August, 2023 at 11.30 A.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at Registered Office of the Company situated at Plot No 10 &11, MCH No 1-8-304 to 307/, Pattigadda Road Hyderabad TG – 500003 to transact with or without modification(s), as may be permissible, the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors there on.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.
2. To re-appoint Mrs. Renu Dugar (DIN: 00235675) who retires by rotation as Director, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Manoj Kumar Baid (DIN: 10163335) as Director and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

RESOLVED THAT Mr. Manoj Kumar Baid (DIN: 10163335) who was appointed by the board of directors as Additional Director designated as Independent Director of the company with effect from 19th May, 2023 pursuant to the Articles of Association of the company, holds office upto the date of the 12th Annual General Meeting (AGM) of the company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modifications thereof or any re-enactment of the said Act, be and is hereby appointed as Director of the company.

4. **To appoint Mr. Manoj Kumar Baid (DIN: 10163335) as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Kumar Baid (DIN: 10163335) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of Five (5) consecutive years with effect from 19th May, 2023.

5. **To enter into a sale transaction(s) with Dugar Polymers Limited, a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Dugar Polymers Limited, a related party, with respect to sale or supply of goods or materials upto a maximum limit of Rs.30,00,000/- (Rupees thirty lakhs only) per annum for the year 2023-24."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

6. **To enter into a sale transaction(s) with Morbido Merchandise Private Limited, a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Morbido Merchandise Private Limited, a related party with respect to sale or supply of goods or materials upto a maximum limit of Rs.9,00,00,000/-(Rupees Nine crores only)per annum for the year 2023-24.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

7. **To enter into a sale transaction(s) with Dugar Indvent Private Limited (formerly known as Defodil Dealcom Private Limited), a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Dugar Indvent Private Limited (formerly known as Defodil Dealcom Private Limited), a related party with respect to sale or supply of goods or materials upto a maximum limit of Rs.40,00,000/-(Rupees Forty Lakhs only) per annum for the year 2023-24.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

8. **To enter into a sale transaction(s) with Ayushman Merchants Private Limited, a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Ayushman Merchants Private Limited, a related party with respect to sale or supply of goods or materials upto a maximum limit of Rs.4,00,00,000/-(Rupees Four crores only) per annum for the year 2023-24.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution."

9. **To enter into a Purchase transaction(s) with Dugar Polymers Limited, a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Dugar Polymers Limited, a related party with respect to Purchase of goods or materials upto a maximum limit of Rs. 1,00,00,000/- (Rupees One crore only) per annum for the year 2023-24."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution."

10. **To enter into a Purchase transaction(s) with Morbido Merchandise Private Limited, a related party and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions with Morbido Merchandise Private Limited, a related party with respect to Purchase of goods or materials upto a maximum limit of Rs.1,50,00,000/- (Rupees One crore Fifty lakhs only) per annum for the year 2023-24."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution."

By Order of Board of Directors

Sd/-

Manoj Kumar Dugar

Managing Director

DIN : 00352733

Place: Hyderabad

Date: 22.07.2023

1. In view of the continuing social distancing norms and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 03/2022 and 11/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 05th May 2022 and 28th December 2022, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as

‘MCA Circulars’) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May 2020, 15th January 2021, 05th May 2022 and 05th January 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), the holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Shareholders has been permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of Shareholders at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.procurepoint.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at corporate@dugargroup.net pursuant to Section 113 of the Companies Act, 2013.
9. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.

10. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
11. In case you are holding Company's shares in physical form, please inform Company's RTA viz. CIL Securities Limited, Hyderabad having their address at "214 Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001," by enclosing a photocopy of blank cancelled cheque of your bank account for any updation.
12. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
13. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Limited, Hyderabad having their address at 214 Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers dematerialization and change in the address of the members may be communicated to the RTA.
14. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
15. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at rta@cilsecurities.com or corporate@dugargroup.net for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
16. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
17. Intimation to the Physical shareholders:

Shareholders holding the physical shares are hereby requested to note the following revised forms as per the SEBI circulars for availing the investor services. Further, the forms are also available on the website of the Company www.procurepoint.in

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, CIL Securities Limited either by email to rtta@cilsecurities.com or by post to CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana, 500001	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form ISR-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form ISR-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

18. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
19. Only bona fide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
20. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular Ref.No.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
21. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
22. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants.

Members may note that the Notice and the Annual Report 2022-23 will also be available at the Company's website: www.procurepoint.in, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at corporate@dugargroup.net

23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
24. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the Annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
25. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at corporate@dugargroup.net
26. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to corporate@dugargroup.net upto the date of the AGM.
27. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/depositories as at closing hours of business on 21.07.2023.
28. Register of Members and Share Transfer Books of the Company shall remain closed from **13th August, 2023 to 19th August, 2023** (both days inclusive) for AGM.
29. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, 11th August, 2023** (cut-off date), are entitled to vote on the resolutions set forth in this Notice.
30. The e-voting period will commence on Wednesday, 16th August, 2023 (09:00 hrs) and will end on Friday, 18th August, 2023 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
31. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
32. The Company has appointed M/s. A.S.Ram Kumar & Associates, Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process of this Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The e-voting period will commence on Wednesday, 16th August, 2023 (09:00 hrs) and will end on Friday, 18th August, 2023 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL 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