

# **Company Information**

Board of Directors	:	Sudip B. Patel Chairman	DIN: 00226676
		Rasesh H. Patel Managing Director	DIN: 00226388
		Alpesh B. Patel Whole Time Director	DIN: 00226723
		Mitesh C. Shah Independent Director	DIN: 06641167
		Kapilaben H. Patel Woman Director	DIN: 07150359
		Rajendra Desai Independent Director	DIN: 08197675
Auditors	:	Krutesh Patel & Associates Chartered Accountants B-310, Gopal Palace, Opp. Ocean Park, Above Hotel Maan Residency, Nehrunagar Ahmedabad - 380 015	BRTS,
Bankers	:	Union Bank of India Opp. Navrangpura Bus Stop, Navrangpura, Ahmedabad – 380 009	
		The Ahmedabad Mercantile Co-operative Ba (Scheduled Bank) AMCO House, Stadium Road, Navrangpura, Ahmedabad – 380 009	ank Ltd.
		HDFC Bank Ltd. Astral Towers, Nr. Mithakhali Six Road, Navrangpura, Ahmedabad – 380 009	
Registered Office	:	Dutron House Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad – 380 009 E-mail : investor@dutronindia.com	
CIN	:	L25209GJ1981PLC004786	
Factory	:	Block No. 642, At & P.O. Hariyala, N. H. 8, Ta. Kheda, Dist. Kheda – 387 570, Gujarat	
Registrars & Share Transfer Agent	:	Link Intime India Private Limited 5th Floor, 505 to 508, Amarnath Business C Beside Gala Business Centre, Nr.Xavier's C Off C. G. Road, Ahmedabad – 380 006 E-mail : ahmedabad@linkintime.co.in	



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### Notice

Notice is given that the 42nd ANNUAL GENERAL MEETING of the members of DUTRON POLYMERS LIMITED will be held on Friday, 30th June, 2023 at 11:30 am through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business;

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023, the Profit and Loss Statement and Cash Flow statement, Statement of Changes in Equity along with notes for the year ended on that date together with Director's Report and Auditor's Report thereon and in this regard, pass the following resolution as Ordinary resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon as circulated to members, be and are hereby considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2023, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of ₹1.40 (Rupee One and Forty Paise only) per equity share of ₹10 (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023, and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

3. To appoint a director in place of Shri Rajendra Desai (DIN: 08197675), who retires by rotation and is eligible, offers himself for reappointment.

"RESOLVED THAT under the provisions of Section 152 of the Companies Act, 2013, Shri. Rajendra Desai (DIN: 08197675), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### NOTES:

#### 1. Communication and updating of Communication records

- 1.1. In compliance with the MCA Circulars and SEBI Circulars dated December 28, 2022, January 15, 2022 read with Circular dated May 12, 2020, Notice of the Annual General Meeting (AGM) along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositoies. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.dutronindia.com and website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.
- 1.2. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members who are holding shares in physical mode and who have not registered/ updated their email addresses are requested to register their email addresses by sending email to Company/Registrar & Share Transfer Agent at investor@dutronindia.com or ahmedabad@linkintime.co.in respectively.
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
- 1.3. The member representing more than one folios in same names (or same sequence of names in case of the joint names) are requested to approach Company's Registrar for consolidation of their folios into a single folio for simplification.
- 1.4. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in the dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can



submit their PAN to the Company/Registrar & Share Transfer Agent by email to <u>investor@dutronindia.com</u> or <u>ahmedabad@linkintime.co.in</u> respectively. **Members must update their PAN details on or before 23rd June, 2023,** failing which the Company will deduct TDS as if PAN is not available for the concerned member.

1.5. Important notice to the Members holding Shares in physical form: SEBI vide this Circular has mandated KYC norms i.e. furnishing of PAN, Address with PIN code, Nomination, Contact details, Bank Account details and Specimen Signature by holders of physical securities for their Folios, in specified formats. Members holding shares in physical form are therefore requested to send these details/ documents to the Company's Registrars and Transfer Agent (RTA) viz. Link Intime India Private Limited, in following formats:

a) Form ISR-1 along with supporting documents.

b) Form ISR-2 along with cancelled cheque in original, bearing the name of the Member or first holder. In case shares are held jointly, submit separate Form ISR-2 for each holder.

c) Nomination Form SH-13 or Declaration for Opting-out of Nomination Form ISR-3.

All above forms are available on the website of the RTA at https://web.linkintime.co.in/KYC-downloads.html

- 1.6. SEBI has decided that securities of listed companies can be transferred only in dematerialized form. Given the above and to avail various benefits of dematerialization, members are advised to dematerialize shares physically held by them.
- 2. IEPF Related Information
  - 2.1. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: <a href="https://www.iepf.gov.in">www.iepf.gov.in</a>.
  - 2.2. Members who have not encashed their dividend warrants for the financial year 2015-16 and onwards are requested to approach the Company for revalidation/obtaining duplicate warrants. Under the provisions of section 125 of the Companies Act, 2013; the amount of dividend remaining unclaimed for seven years shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Government.
  - 2.3. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2022-23, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company. You may click here or visit <a href="https://www.dutronindia.com/wp-content/uploads/Shareholders-whose-shares-have-been-transferred-to-IEPF-during-FY-2021-22.pdf">https://www.dutronindia.com/wp-content/uploads/Shareholders-whose-shares-have-been-transferred-to-IEPF-during-FY-2021-22.pdf</a>. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: <a href="https://www.iepf.gov.in">www.iepf.gov.in</a>. Members may note that shares, as well as unclaimed dividends transferred to IEPF Authority, can be claimed back from the IEPF Authority. The concerned members/investors are advised to visit the web link of the IEPF Authority <a href="https://iepf.gov.in/IEPF/refund.html">http://iepf.gov.in/IEPF/refund.html</a> or contact the RTA (Link Intime India Pvt Ltd), for detailed procedure to lodge the claim with the IEPF Authority.
  - 2.4. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2015-16 and after that, are as under:

Financial Year	Date of Declaration	Due Date
2015-16	27th September, 2016	3rd November, 2023
2016-17	25th September, 2017	1st November, 2024
2017-18	11th September, 2018	17th October, 2025
2018-19	11th September, 2019	17th October, 2026
2019-20	4th September, 2020	10th October, 2027
2020-21	14th September, 2021	21th October, 2028
2021-22	30th June, 2022	7th July, 2029



- 3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice up to the time of AGM. Members seeking to inspect such documents can send an email to investor@dutronindia.com 48 hours before the AGM.
- 4. Members seeking any information concerning the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 5.00 pm on Friday, 23rd June, 2023, through email on <u>investor@dutronindia.com</u>.
- The Equity Shares of the Company is listed at the Stock Exchange, Mumbai (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Company Code: 517437). The annual listing fee for the financial year 2023-24 has been paid to the Stock Exchange.
- 6. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th June, 2023 to 30th June, 2023 (both days inclusive). The record date will be 23rd June, 2023 for considering eligibility to vote at AGM and receive the dividend, if approved at AGM.
- **7.** Director Mr. Rajendra Desai is interested in resolution number 3. No other director is interested in any resolution except in the capacity of the shareholder.

#### 8. Dividend Related Information

Subject to the approval of the Members at the AGM, the dividend will be paid within a week from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the shareholders. The shareholders who have not updated their bank account details are requested to register/update their complete bank details:

(a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents. Details in a form prescribed by your Depository Participant may also be required to be furnished; and

(b) with the Registrar & Share Transfer Agent if shares are held in physical mode, by submitting KYC documents as mentioned in section 1.5 of the notice.

According to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April, 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹5,000. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

#### 8.1. Resident Shareholders

Particulars	TDS Rate	Documents required (if any)
Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
No PAN updated/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate Specified under Certificate	Lower tax deduction certificate obtained from Income Tax Authority

No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents with the Company/Registrar & Share Transfer Agent:



Particulars	TDS Rate	Documents required (if any)
Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions
Shareholders to whom section 194 of the Income Tax,1961 does not apply such as LIC, GIC, etc.	Nil	Documentary evidence that the said provisions are not applicable
Shareholders covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
Category I and II Alternative Investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
<ul> <li>Recognized provident funds</li> <li>Approved superannuation fund</li> <li>Approved gratuity fund</li> </ul>	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
National Pension Scheme	Nil	No TDS as per section 197A (1E) of Income Tax Act, 1961

#### 8.2. Non-Resident Shareholders

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in the below table with the Company/Registrar & Share Transfer Agent:

Particulars	TDS Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI Registration number/certificate
Other Non-Resident Shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
The Indian branch of a Foreign Bank	Nil	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its account and not on behalf of the Foreign Bank
Availability of Lower/Nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate Specified in Certificate	Lower tax deduction certificate obtained from the Income Tax Authority



- 8.3. Other Information relating to dividends
  - 8.3.1. The Company will issue a soft copy of the TDS certificate to its shareholders through email registered with the Company/ Registrar & Share Transfer Agent, post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <u>https://incometax.gov.in</u> (refer to Form 26AS).
  - 8.3.2. The documents mentioned above such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be submitted to Company/Registrar & Share Transfer Agent either physically or by email to <u>investor@dutronindia.com</u> or <u>ahmedabad@linkintime.co.in</u> respectively on or before 23rd June, 2023 by 5.00 pm to enable the Company to determine the appropriate TDS / withholding tax rate applicably. Any communication on the tax determination/deduction received post 5.00 pm of 23rd June, 2023 shall not be considered. Further, any communication received through any other means except physical submission or email will be ignored.
  - 8.3.3. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / Registrar & Share Transfer Agent.
  - 8.3.4. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
  - 8.3.5. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible for indemnifying the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

#### 9. Joining and Voting at the Annual General Meeting

- 9.1. Conduct of AGM through VC/OAVM
  - 9.1.1. The Ministry of Corporate Affairs ("MCA") has, vide its circulars dated December 28, 2022, January 13, 2022 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
  - 9.1.2. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to maximum 1000 members on a 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 EGM/AGM without restriction on account of the first-come-first-served basis.
  - 9.1.3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM according to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM, and hence the Proxy Form and Attendance Slip are not annexed hereto.
  - 9.1.4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.



- 9.1.5. Members attending the AGM through VC/OAVM shall be reckoned for a quorum under Section 103 of the Act.
- 9.1.6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- 9.2. Procedure to join AGM through VC/OAVM
  - 9.2.1. The Company will email link to attend AGM to all members 30 minutes before schedule start time of the AGM. The link will also be made available on the website of the company <u>http://dutronindia.com/investors/</u> or click <u>here</u>.
  - 9.2.2. Shareholders are encouraged to join the Meeting through Laptops/Tablets for a better experience.
  - 9.2.3. Shareholders will be required to allow the Camera and use the Internet with good speed to avoid any disturbance during the meeting.
  - 9.2.4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of glitches described above.
  - 9.2.5. Members will be allowed to attend the AGM through VC/OAVM on a first-come, first-served basis.
  - 9.2.6. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  - 9.2.7. Members who want to express their views or ask questions during the AGM should inform the company by sending email on <u>investor@dutronindia.com</u> by 23rd June, 2023 by 5.00 pm. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Selection of Speakers would be made considering representation from different geographies, diverse categories/ professions/ age profiles and using random selection method. Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction. In the interest of time, each speaker is requested to express his/her views in 2 minutes.
- 9.3. Procedure for Remote E-voting and E-Voting at AGM
  - 9.3.1. According 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 8, 2020, April 13, 2020, and May 5, 2020, the Company is providing the 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 agency. CDSL will provide 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.
  - 9.3.2. The Board has appointed CS Jolly Patel, PCS as scrutinizer for this Annual General Meeting.
  - 9.3.3. The instructions for shareholders for remote e-voting are as under:
    - a) The voting period begins on 27th June, 2023 at 11.00 am and ends on 29th June, 2023 at 5.00 pm. During this period, shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd June, 2023 may cast their vote electronically. CDSL shall disable the e-voting module for voting after that.
    - b) Shareholders who have already voted before the meeting date would not be entitled to vote at the meeting venue.
  - 9.3.4. E-Voting Instructions



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> <li>Helpdesk: Members facing any technical issue in login can contact CDSL helpdesk by</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ul> <li>sending request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no.1800 22 55 33</li> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <u>https://eservices.nsdl.com</u> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com/</u> SecureWeb/IdeasDirectReg.jsp</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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 e-Voting service provider name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service provider name and you will be redirected to e-Voting service prov</li></ul>
Individual Shareholders (holding securities in demat mode)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting 8