

## GULF OIL LUBRICANTS INDIA LIMITED

Corporate Identification No. (CIN) - L23203MH2008PLC267060

**Regd. Office:** IN Centre 49/50, 12<sup>th</sup> Road, M.I.D.C., Andheri - East, Mumbai 400 093

**Tel.:** +91-22- 6648 7777

**E-mail:** secretarial@gulfoil.co.in **Website:** www.gulfoilindia.com

# NOTICE OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of Gulf Oil Lubricants India Limited ("the Company") (CIN: L23203MH2008PLC267060) will be held on Friday, September 16<sup>th</sup>, 2022 at 2.30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC" / "OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022, together with the Reports of the Board of Directors and the Auditors thereon;

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022, together with the Report of the Auditors thereon.

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

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

#### 2. To declare dividend on equity shares for the financial year ended March 31<sup>st</sup>, 2022.

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

**"RESOLVED THAT** a dividend at the rate of ₹ 5/- (Rupees Five only) per equity share i.e. 250% of face value of ₹ 2/- (Rupees Two only) each, be and is hereby declared for the financial year ended March 31<sup>st</sup>, 2022, and the same be paid, out of the profits of the Company for the financial year ended March 31<sup>st</sup>, 2022."

#### 3. To consider and re-appoint Mr. Shom Ashok Hinduja (DIN: 07128441) who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shom Ashok Hinduja (DIN: 07128441), who retires by rotation at the 14<sup>th</sup> Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### 4. To ratify the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), the Cost Auditors of the Company for the financial year 2022-23:

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, if any, to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), as approved by the Board of Directors of the Company, for conducting audit of the cost records of the Company for the financial year ending March 31<sup>st</sup>, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
**For Gulf Oil Lubricants India Limited**

Sd/-  
**Shweta Gupta**  
Company Secretary & Compliance Officer  
Mumbai, August 03<sup>rd</sup>, 2022

Registered Office:  
IN Centre, 49/50,  
12<sup>th</sup> Road M.I.D.C., Andheri (East),  
Mumbai 400 093, Maharashtra

## NOTES FOR MEMBERS ATTENTION:

### 1. 14<sup>th</sup> Annual General Meeting (“AGM” or “14<sup>th</sup> AGM”) through Video Conferencing / Other Audio Visual Means (“VC/OAVM”).

Pursuant to General Circular No. 14/2020 dated April 08<sup>th</sup>, 2020, General Circular No. 17/2020 dated April 13<sup>th</sup>, 2020, General Circular No. 20/2020 dated May 05<sup>th</sup>, 2020, General Circular No. 02/2021 dated January 13<sup>th</sup>, 2021, General Circular No. 21/2021 dated December 14<sup>th</sup>, 2021 and General Circular No. 02/2022 dated May 05<sup>th</sup>, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12<sup>th</sup>, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15<sup>th</sup>, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13<sup>th</sup>, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 14<sup>th</sup> AGM of the Company is being conducted through VC/OAVM without the physical presence of the Members at a venue.

In compliance with the provisions of the Companies Act, 2013 (“Act”) the said MCA Circulars, SEBI Circulars and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the 14<sup>th</sup> AGM of the Company will be held and convened through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at IN Centre 49/50, 12<sup>th</sup> Road, MIDC, Andheri East Mumbai – 400 093 which shall be the deemed Venue of the AGM.

### 2. Dispatch of Notice and Annual Report through electronic means:

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 and Notice of the 14<sup>th</sup> AGM of the Company, he/she may send a request to the Company by writing at [secretarial@gulfoil.co.in](mailto:secretarial@gulfoil.co.in).

Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail address in prescribed form ISR-1 with M/s. KFin Technologies Limited, Registrar and Share Transfer

Agent of the Company, (“KFIN” or “RTA”) at: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may download the prescribed forms from the Company’s website at <https://www.gulfoilindia.com>. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### 3. Weblink to access Notice of 14<sup>th</sup> AGM and Annual Report:

Members may note that the Notice of the 14<sup>th</sup> AGM along with the Annual Report 2021 -22 is uploaded and available electronically at the following links:

|  |   |
|--|---|
| Company’s website  | <a href="https://www.gulfoilindia.com">https://www.gulfoilindia.com</a>   |
| Website of stock exchanges where equity shares of the Company are listed | <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> |
| Website of NSDL  | <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>  |

### 4. Statement under Section 102 of the Act:

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice. Also, relevant details with respect of Directors seeking re-appointment at the 14<sup>th</sup> AGM, in terms of regulations 36 of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure- A, which also forms part of this notice.

The Board of Directors have considered and decided to include the Item No. 4 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature.

### 5. Route Map:

Since the 14<sup>th</sup> AGM will be held through VC/OAVM, the Route Map is not relevant and not annexed to this Notice.

### 6. Quorum:

Members attending the 14<sup>th</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

### 7. Proxy:

The 14<sup>th</sup> 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. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

#### 8. Corporate Representations:

Institutional Shareholders and Corporate Members are encouraged to attend the AGM through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a certified copy of the relevant Board Resolution/ Authority letter with details and proof of authorised representative(s) to the Scrutiniser authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Adusumilli Ravi Shankar, Practicing Company Secretary (M. No: FCS 5335, CP No. 4318) at ravi@rscs.in with a copy marked to NSDL at evoting@nsdl.co.in and the Company at secretarial@gulfoil.co.in, not less than 48 (forty-eight) hours before the commencement of the 14<sup>th</sup> AGM i.e. before 2:30 p.m. on September 14<sup>th</sup>, 2022.

#### 9. Documents open for inspection:

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 certificate from the Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme – 2015 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the members of the Company will be available for inspection by the members, during the AGM, upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>. After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN - 120813 of the Company.

The aforesaid documents along with relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM. The members seeking inspection of the

aforementioned documents can send an email at [secretarial@gulfoil.co.in](mailto:secretarial@gulfoil.co.in).

#### 10. Speaker Shareholders:

Members holding equity shares of the Company as on cut-off date i.e Friday, September 09<sup>th</sup>, 2022, who would like to express their views or ask questions/ queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the AGM, need to register themselves as a Speaker Shareholder by sending a written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's investor desk at [secretarial@gulfoil.co.in](mailto:secretarial@gulfoil.co.in) at least 48 hours before the start of the AGM i.e. by September 14<sup>th</sup>, 2022, 2:30 p.m. (IST). Only those Members who have registered themselves as speakers will be allowed to speak/ express their views or ask questions/queries during the AGM.

#### 11. Dividend on equity shares for the financial year ended March 31<sup>st</sup>, 2022:

The Dividend of ₹ 5/- (Gross) per equity share (250%) of the face value of ₹ 2/- per equity share has been recommended by the Board of Directors for the financial year ended March 31<sup>st</sup>, 2022, subject to the approval of shareholders at the 14<sup>th</sup> AGM. Dividend, if approved at this AGM, shall be paid within 30 days from the date of AGM subject to necessary deduction of tax at source, wherever applicable.

##### Electronic credit of Dividend and request for updation of Bank Mandates:

SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the RTA for payment of Dividend to the Shareholders electronically. The Company is pleased to extend the facility of electronic credit of dividend to respective bank accounts of the Shareholders through Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/ Real Time Gross Settlement (RTGS)/Direct Credit, etc. This will facilitate the remittance of the dividend amounts directly to the Bank Account of the Shareholders electronically, as directed by SEBI.

Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to the company's RTA:

- a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and following details relating to the bank account in which the dividend is to be received:
  - i) Name of Bank and Bank Branch;
  - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
  - iii) 11-digit IFSC Code.
  - iv) 9 digit MICR Code.
- b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

## 12. Taxation of Dividend:

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01<sup>st</sup>, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the IT Act. The Shareholders are requested to update their PAN with the Company/ KFIN (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

For Resident Shareholders, who have provided valid PAN, tax shall be deducted at source under Section 194 of the IT Act at 10% on the amount of dividend.

Tax shall be deducted at source at 20% wherein—

- a) Shareholders do not have a valid PAN / have not registered their valid PAN details in their account/ with the Company/ KFIN,
- b) Shareholders classified as specified persons under section 206AB

No tax shall be deducted on the dividend payable to a resident individual if-

- (a) The aggregate amount of dividend [interim, final or by any other name called] during Financial Year 2022-23 does not exceed ₹ 5,000 for a resident individual Shareholder having valid PAN and is not a Specified Person under section 206AB; or
- (b) In cases where the individual Shareholder provides valid Form 15G / Form 15H duly filled in all aspects and signed and also meets all the required eligibility conditions, or
- (c) Exemption certificate is issued by the Income-tax Department, if any.

Non-Resident Shareholders have an option to claim and be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Shareholder, if they are more beneficial to them. It is recommended that Shareholders independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non Resident Shareholder.

To enable the Company to determine the appropriate TDS / withholding tax rate applicability, shareholders are requested to upload the requisite documents with the Registrar and Transfer Agent viz. KFin Technologies Limited at <https://ris.kfintech.com/form15/> not later than September 09<sup>th</sup>, 2022. No communication on the tax determination / deduction shall be entertained thereafter.

### Dates of book closure:

The share transfer books of the Company will be closed from Saturday, September 10<sup>th</sup>, 2022 to Friday, September 16<sup>th</sup>, 2022 (both days inclusive) for the

purpose of this AGM and for determining entitlement of members to the dividend for the financial year ended March 31<sup>st</sup>, 2022, if approved at the AGM.

Dividend on Equity shares as recommended by the Board of Directors of the Company for the year ended March 31<sup>st</sup>, 2022, if approved at the 14<sup>th</sup> AGM, will be paid subject to deduction of tax at source ('TDS') and will be payable to those members who hold shares as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the end of day on Friday, September 09<sup>th</sup>, 2022.

- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 09<sup>th</sup>, 2022.

### 13. Unpaid and Unclaimed Dividend:

In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as of March 31<sup>st</sup>, 2022, is given hereunder:

| Financial year | Date of declaration of Dividend   | Amount of Dividend declared per equity share | Amount of dividend lying unpaid and unclaimed with the Company | No. of shares on which dividend is lying unpaid and unclaimed with the Company | Due to Transfer to IEPF         |
|----------------|-----------------------------------|--|--|--|---------------------------------|
| 2014-15        | September 22 <sup>nd</sup> , 2015 | 3.5  | 17,02,732.50   | 4,86,495   | October 28 <sup>th</sup> , 2022 |
| 2015-16        | February 09 <sup>th</sup> , 2016  | 3  | 17,14,854.00   | 5,71,618   | March 16 <sup>th</sup> , 2023   |
|                | September 13 <sup>th</sup> , 2016 | 4  | 20,25,924.00   | 5,06,481   | October 19 <sup>th</sup> , 2023 |
| 2016-17        | February 03 <sup>rd</sup> , 2017  | 3.5  | 24,32,094.00   | 6,94,884   | March 11 <sup>th</sup> , 2024   |
|                | September 15 <sup>th</sup> , 2017 | 5  | 25,05,020.00   | 5,01,004   | October 21 <sup>st</sup> , 2024 |
| 2017-18        | February 06 <sup>th</sup> , 2018  | 4  | 26,67,608.00   | 6,66,902   | March 14 <sup>th</sup> , 2025   |
|                | September 24 <sup>th</sup> , 2018 | 6.5  | 36,77,823.50   | 5,65,819   | October 30 <sup>th</sup> , 2025 |
| 2018-19        | February 13 <sup>th</sup> , 2019  | 4.5  | 23,86,602.00   | 5,30,356   | March 21 <sup>st</sup> , 2026   |
|                | September 17 <sup>th</sup> , 2019 | 7  | 33,98,640.00   | 4,85,520   | October 23 <sup>rd</sup> , 2026 |
| 2019-20        | April 09 <sup>th</sup> , 2020     | 7  | 31,00,681.00   | 5,41,021   | May 15 <sup>th</sup> , 2027     |
|                | September 18 <sup>th</sup> , 2020 | 7  | 30,85,727.00   | 5,38,591   | October 24 <sup>th</sup> , 2027 |
| 2020-21        | February 05 <sup>th</sup> , 2021  | 7  | 36,50,426.00   | 5,59,601   | March 13 <sup>th</sup> , 2028   |
|                | September 16 <sup>th</sup> , 2021 | 9  | 46,24,271.00   | 5,36,793   | October 22 <sup>nd</sup> , 2028 |

The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as of March 31<sup>st</sup>, 2022, on the website of the Company at <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>.

Members who have not encashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to KFin Technologies Limited, the Company's Registrar and Share Transfer Agent well in advance of the above due dates, quoting their Folio No./DP Id and Client Id.

Further, pursuant to the provisions of Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

All Shareholders are requested to visit the website of the Company by accessing the above link and verify the payment status of their dividend. In case the dividend is unpaid, a claim may be lodged with KFin Technologies Limited, the RTA of your Company.

During the year under review the following shares on which dividend had remained unpaid/ unclaimed for 7 consecutive years were transferred to IEPF. Details of these shares are available on the Company's website <https://www.gulfoilindia.com/investors/investor-information/unpaid-dividend/>:

| Shares held in demat with CDSL | Shares held in demat with NDSL | Physical no. of shares | Total no. of shares transferred to IEPF |
|--------------------------------|--------------------------------|------------------------|---|
| 1,376                          | 3,328                          | 2,83,636               | 2,88,340                                |

#### 14. Request to update PAN, Bank Account, KYC and nomination details:

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3<sup>rd</sup>, 2021 and SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14<sup>th</sup>, 2021 read with SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25<sup>th</sup>, 2022, has mandated all shareholders holding shares in physical form ("physical shareholders") to furnish their PAN, Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Physical shareholders are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting the forms as given below:

| Particulars  | Form No.        |
|--|-----------------|
| PAN  |                 |
| Postal Address with PIN  |                 |
| Email Address  | Form No. ISR -1 |
| Mobile Number  |                 |
| Bank Account Details (Name of the Bank, branch, account number and IFS Code) |                 |
| Signature  | Form No. ISR-2  |
| Registration of Nomination   | Form No. SH-13  |
| Cancellation or Variation of Nomination                                      | Form No. SH-14  |
| Declaration to opt out nomination  | Form No. ISR-3  |

The aforesaid forms can be downloaded from the website of the Company and RTA at: <https://www.gulfoilindia.com/investors/contact-for-investors/investor-service-request/>. and <https://ris.kfintech.com/default.aspx>.

Members are also requested to link PAN to Aadhaar Number by March 31<sup>st</sup>, 2022 or any other date as may be specified by CBDT. Any service request shall be

entertained by RTA only upon registration of the PAN, Bank details and the Nomination. Members holding shares of the Company in physical form are requested to go through and submit the Form ISR-1 at the earliest no later than March 31<sup>st</sup>, 2023.

Non-updation of KYC, Bank account details, linking of PAN and Aadhar and Nomination details on or before March 31<sup>st</sup>, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialization of such holdings.

The Physical Shareholders of the frozen folios shall be:

- eligible to lodge any grievance or avail service request from the RTA of the Company only after furnishing the complete documents / details as aforesaid;
- eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements;
- referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31<sup>st</sup>, 2025.

#### 15. Transfer of securities only in demat mode:

Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25<sup>th</sup> 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. and such requests can be made by submitting Form ISR-4 to KFIN at their address mentioned in this notice. Shareholder holding equity shares in physical form desirous of placing any of the above-mentioned requests can do so by submitting form ISR-4, only after the folio is KYC Compliant.



In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, shareholders are advised to get in touch with any DPs having registration with SEBI to open a Demat account and dematerialise their shares held in physical form at the earliest. Any shareholder who is desirous of dematerializing their securities may write to the Registrar and Share Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

## 16. Voting through Electronic Means:

The voting rights of Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 09<sup>th</sup>, 2022. Shareholders are

eligible to cast vote electronically only if they are holding shares as on the said date.

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Shareholders facility to exercise their right to vote on all the resolutions proposed to be considered and transacted at the AGM by electronic means provided by NSDL.

The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

## REMOTE e-VOTING: IMPORTANT DATES:

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]

Friday, September 09<sup>th</sup>, 2022

Remote e-voting period

[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]

Tuesday, September 13<sup>th</sup>, 2022 at 9.00 a.m. (IST) to Thursday, September 15<sup>th</sup>, 2022 till 5.00 p.m. (IST)

URL for remote e-voting

NSDL:

<https://eservices.nsdl.com/> or <https://www.evoting.nsdl.com/>

CDSL:

<https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com)

**Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, September 09<sup>th</sup>, 2022, may obtain the User ID and password by sending email to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or may call NSDL's toll-free number 1800 1020 990 and 1800 22 44 30.**

### SEBI Circular on single e-voting facility:

Shareholders are requested to note in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09<sup>th</sup>, 2020, with an objective to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to

all the demat account holders, by way of a single login credential. (Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.) Individual Shareholders holding shares in demat mode can access e-voting platforms of various agencies collectively on a single e-voting platform with single login credentials:

- Directly through their demat accounts; or
- By directly registering with the Depositories (NSDL/ CDSL); or
- Through the NSDL e-voting Platform.

Brief instruction of the same is given hereunder:



## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins Tuesday, September 13<sup>th</sup>, 2022 at 9.00 a.m. (IST) and ends on Thursday, September 15<sup>th</sup>, 2022 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 09<sup>th</sup>, 2022, may cast their vote electronically.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

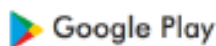
#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09<sup>th</sup>, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> |

**NSDL Mobile App is available on**



| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 or joining virtual meeting & voting during the meeting.   |

**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.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

## **B) Login Method for e-Voting and joining virtual meeting for all Other Shareholders.**

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

- 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.
- 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, 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.