Indo Cotspin Limited

BSE SCRIP CODE -538838 - ICL



26th

Annual Report 2019 - 2020

CIN NO.: L17111HR1995PLC032541

26th Annual Report 2019-20 Indo Cotspin Limited

ISIN/INE 407P01017, BSE SCRIP CODE - 538838-ICL

BOARD OF DIRECTORS

CHAIRMAN CUM MANAGING DIRECTOR

Sh. Bal Kishan Aggarwal

WHOLE TIME DIRECTOR

Sh. Raj Pal Aggarwal

Sh. Arpan Aggarwal

Sh. Sahil Aggarwal

INDEPENDENT DIRECTOR

Ms. Shally Aggarwal Sh. Shubham Singla

AUDITORS

M/s Manish Jain & Associates Chartered Accountants

RTA

Skyline Financial Services Pvt. Ltd.

D-153 A, Ist Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Ph:- 011-40450193 - 97, Fax:- 011-41044923

Email Id: virenr@skylinerta.com Website: www.skylinerta.com

REGISTERED OFFICE & WORKS

Delhi Mile Stone, 78 K.M., NH-44, G.T. Road, Village Jhattipur, Post Box-3,

Post Office Samalkha,

Distt. Panipat-132103 Haryana (INDIA)

Website: www.indocotspin.com

Email Id: rajpalaggarwal2000@yahoo.com

info@indocotspin.com cs@indocotspin.com

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NOTICE

NOTICE TO THE 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Tuesday, **22**nd **September,2020** at the registered office of the Company at Delhi Mile Stone 78 K.M, NH-44, G.T, Road, Village Jhattipur, Post Box No. 3, Post Office, Samalkha, Panipat-132103 (Haryana) to transact the following business:

Ordinary Business

Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2020, including the audited balance sheet as at 31st March 2020 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Bal Kishan Aggarwal (DIN: 00456219), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

Item no. 3: To regularise the appointment of Mr. **Sahil Aggarwal** (DIN No. 00456260) as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Sahil Aggarwal (DIN No: 00456260), who was appointed as an Additional Director by the Board of Directors with effect from 30.05.2020, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 4: To regularise the appointment of Mr. **Arpan Aggarwal** (DIN No: 00456309) as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Arpan Aggarwal (DIN No: 00456309), who was appointed as an Additional Director by the Board of Directors with effect from 30.05.2020, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 5: Appointment of Mr. Sahil Aggarwal as a Whole Time Director

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

"Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the appointment of Mr. Sahil Aggarwal (DIN: 00456260) who was appointed as an additional director of the company as on 30.05.2020, as a Whole Time Director of the Company, for a period of five (5) years with effect from 22-09-2020 till 21-09-2025, at a remuneration of Rs. 40,000./- (Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof.

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Resolved further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

Resolved Further That the aforesaid Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

Resolved Further That in case of inadequate or absence of profits during any financial year of the tenure of the Whole Time Director; the aforesaid remuneration will be the Minimum Remuneration.

Resolved Further That the Board of Directors and the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved Further That the office of Whole Time Director shall be liable for determination through retirement by rotation.

Resolved Further That the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to take such other steps as may be necessary in this regard."

Item no. 6: Appointment of Arpan Aggarwal as a Whole Time Director

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

"Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mr. Arpan Aggarwal DIN: 00456309) who was appointed as an additional director of the company as on 30.05.2020, as a Whole Time Director of the Company, for a period of five (5) years with effect from 22-09-2020 till 21-09-2025, at a remuneration of Rs. 40000/- Rupees Forty Thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof.

Resolved further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

Resolved Further That the aforesaid Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

Resolved Further That in case of inadequate or absence of profits during any financial year of the tenure of the Whole Time Director; the aforesaid remuneration will be the Minimum Remuneration.

Resolved Further That the Board of Directors and the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

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Resolved Further That the office of Whole Time Director shall be liable for determination through retirement by rotation.

Resolved Further That the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to take such other steps as may be necessary in this regard."

For and on Behalf of the Board For Indo Cotspin Ltd.

Date:30th May, 2020 Place:Panipat Sd/-Bal Kishan Aggarwal Chairman & Managing Director DIN: 00456219

NOTES:

- **a.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b. APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING (AGM) IS ENCLOSED.
- c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- **d. Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- e. 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.
- **f.** Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- g. Queries at the Annual General Meeting: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- h. Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21st September, 2020 to Tuesday, 22nd September, 2020 for the purpose of the Annual General Meeting.
- i. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Ph.–I, N.D. 110020.
- j. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- **k.** The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s)

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unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled Attendance Slip at the registration counter to attend the AGM.

In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the SEBI (ICDR) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). Members who have not cast their vote through remote e-voting facility may cast the vote at the annual general meeting Company the Company through Polling Paper. Resolution(s) passed by Members through Polling Papers or e-voting is / are deemed to have been passed as if they have been passed at the AGM. Detailed instructions with regard to remote e-voting process are enclosed with this AGM Notice.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice Item no.: 3 to 6

Mr. Sahil Aggarwal and Mr. Arpan Aggarwal are Directors of the Company. All these persons are instrumental to the growth of the Company. It is proposed to appoint Mr. Sahil Aggarwal & Mr. Arpan Aggarwal as the Whole Time Directors of the Company and make payment of remuneration under section 196 and 197 read with Schedule V of the Companies Act, 2013. Proposed payment of remuneration has already been approved by the Nomination and Remuneration Committee of the Board of Directors of the Company.

Further details as required under Section II of Part-II of Schedule V of the Companies Act, 2013 are as below:

I. General Information

1.	Nature of Industry	Manufacture of Non-Woven Products such as	
		Non-Woven Fabrics, Non-Woven Felts, Non-	
		Woven Designer, Tufted Carpet.	
2.	Date or expected date of commencement	The Company is already in existence and is in	
	commercial production	operation since February, 1995.	
3.	In case of new companies, expected date of	N.A.	
	commencement of activities as per project		
	approved by financial institutions appearing		
	in the prospectus		
4.	Financial Performance in the FY 2019-20	Amount (Rs. In lakhs)	
	Net Sales	972.71	
	Other Income	24.66	
	Total Revenue	997.37	
	Total Expenditure	984.61	
	Profit before tax	12.76	
	Provision for tax	2.42	
	Deferred Tax	-0.30	
	Profit after tax	10.64	
	EPS (Rs.)	0.25	
5.	Export performance and net foreign	Nil	
	exchange collaborations		
6.	Foreign investments or collaborators, if any	Nil	

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II. Information about the Appointee

Sr.no.	Particulars	Mr. S	Sahil Aggarwal	Mr. Arpan Aggarwal	
(1)	Background details	years is a graduate by qualification		Mr. Arpan Aggarwal, aged about 33 years is a graduate by qualification having 14 years of experience in non -woven fabric and other related industry	
(2)	Recognition or wards	N.A.		N.A.	
(3)	Job profile and his suitability	Mr. Sahil Aggarwal is Whole Time Director of the Company with 14 years of experience.		Mr. Arpan Aggarwal is Whole Time Director of the Company With 14 years of experience	
(4)	Remuneration proposed	Rs. 40,000/- per month		Rs. 40,000/- per month	
(5)	5) Comparative remuneration profile with respect to industry, size of the company, promarket trem		remuneration is reasonably j market trends and remuner	t available. However, the proposed ustified in comparison with the general ation package of top-level managerial qualifications and experience.	
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any		The appointees are promoters of the Company. Save as the manaerial remuneration and their shareholding in the Company they do not have any other material pecuniary relationship with Comapny.		

III. Other Information

(1)		profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/ absence/inadequacy of profits due to unavoidable cricumstances.		
Ī	(6)		The Board of directors of the Company is taking their best efforts to improve the business and profatability of the Company.		
	()	Expected increase in productivity and profits in measurable terms	The Company is expected to have improved sales and profatability figures in the next financial years.		

IV. Disclosures

Necessary disclosure regarding the remuneration component has been disclosed in the Board's Report under the section "Corporate Governance".

The Board recommends the resolution set forth in Item no. 5 to 8 for the approval of the members.

None of the directors, key managerial personnel or their relatives, except Mr. Bal Kishan Aggarwal, Mr. Raj Pal Aggarwal, Mr. Sahil Aggarwal, Mr. Arpan Aggarwal and Mr Sanil Aggarwal, to whom the resolution relates, are interested or concerned in the resolution.

For and on Behalf of the Board For Indo Cotspin Ltd.

Date:30th May, 2020 Place:Panipat Sd/-Bal Kishan Aggarwal Chairman & Managing Director DIN: 00456219

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ANNEXURE TO ITEMS 3 & 6 OF THE NOTICE

Details of Directors seeking appointment/re-appointment or increase in remuneration at the forthcoming Annual General Meeting

(in pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement)

Regulations, 2015 of the Listing Agreement)

Particulars	Mr. Sahil	Mr. Bal Kishan	Mr. Arpan
	Aggarwal	Aggarwal	Aggarwal
DIN	00456260	00456219	00456309
Age	33	57	33
Nationality	Indian	Indian	Indian
Date of appointment on	30/05/2020	08/02/1995	30/05/2020
the Board			
Father's Name	Raj Pal Aggarwal	Siri Ram Aggarwal	Bal Kishan Aggarwal
Date of Birth	17/10/1987	03/11/1962	20/06/1987
Address	H.No. 1324, Sector-12,	H.No. 1323, Sector-12,	H.No. 1323, Sector-12,
	Huda Panipat 132103	Huda Panipat 132103	Huda Panipat 132103
Designation	Whole-Time Director	Managing Director	Whole-Time Director
Education/Qualifications-	Graduate	Graduate	GraduateGraduate
Expertise in specific	Mr. Sahil Aggarwal is having	Mr. Bal Kishan Aggarwal	Mr. Arpan Aggarwal is
functional area	14 years experience in non		having 14 years of
	woven fabric and other	experience in non woven	experience in non woven
	related industry	fabric and other related	fabric and other related
		industry	industry
Experience	14 Years	30 Years	14 Years
Companies in which holds	Indo Non Woven Private	Nil	Indo Non Woven Private
Directorship	Limited		Limited
Companies* in which holds	Nil	Nil	Nil
membership/ chairmanship			
of committees			
Shareholding in the	121,900 equity shares	495,100 equity shares	124,500 equity shares
Company (No. & %)	(2.90)%	(11.79%)	(2.96%)
Relationship with other	Son of Raj Pal Aggarwal,		Son of Bal Kishan
Directors, Manager and other	Whole Time Director	Aggarwal, Whole Time	Aggarwal, Managing
Key Managerial		Director	Director
1	0	5	0
attended during the			
Financial year 2019-20			
-			

^{*} Public Companies

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Subject:-Indo Cotspin Limited/ 26th Annual General Meeting (AGM)/ Delhi Mile Stone 78 K.M, NH-44, G.T, Road, Village Jhattipur, Post Box No. 3, Post Office, Samalkha, Panipat-132103 (Haryana), Date of AGM Tuesday, 22th September, 2020 at 11.30 A.M.

Dear (Name of Shareholder),

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link https://www.evoting.nsdl.com or https://www.indocotspin.com

The e-voting period commences on September 19, 2020 (9:00 am) and ends on September 21, 2020 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of **15**th **September,2020**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or right in right)virenta.com or <a href="mailto:right)right o

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder: Step 1 : Log-in to NSDL e-Voting system

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.).

 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- 5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

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- c. How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your 6. password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account
 - with NSDL or CDSL) option available on www.evoting.nsdl.com.
 b. mww.evoting.nsdl.com.
 b. <a href="https://www.evoting.nsdl.c available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check
- 8. Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. 2.
- 3. Select "EVEN" of the Company.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of 5. shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed. 6.
- You can also take the printout of the votes cast by you by clicking on the print option on the 7. confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote. 8.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email csparveenbansal@gmail.com to with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to got hrough the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.