



POLYGENTA TECHNOLOGIES LIMITED

**37th ANNUAL REPORT
2018 - 2019**

CORPORATE IDENTIFICATION NO.: L17120MH1981PLC025388

BOARD OF DIRECTORS :	Ms. Sujata Chattopadhyay	Chairperson, Independent Director
	Mr. Dhanvant Yeola	Executive Director (Technical)
	Mr. M N S Rao	Director
	Mr. Ghanshyam Karkera	Independent Director
	Mr. Ramesh Alur	Nominee Director, VenturEast Life Fund III

CMO : Mr. Makarand Kulkarni

REGISTERED OFFICE : Kaledonia (HDIL) Building,
Unit No. 1B, 5th Floor,
Sahar Road,
Off Western Express
Highway, Andheri (E),
Mumbai : 400069

COMPANY SECRETARY : Mr. Paresh Damania

BANKERS : RBL Bank
Standard Chartered Bank

AUDITORS : **Bagaria & Co LLP**
701, Stanford,
Junction of S V Road and
Burfiwala Marg,
Andheri west,
Mumbai : 400 058

FACTORY : Gut No.265/1, 266,
Village Avankhed,
Taluka Dindori,
District Nashik.
Pin 422 202
Maharashtra

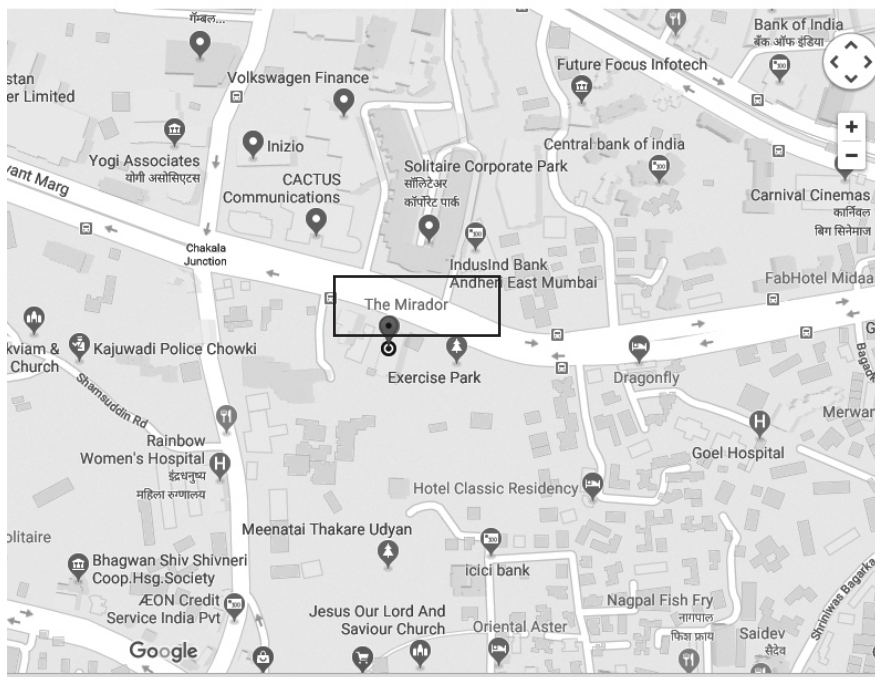
Route Map to the AGM Venue

Venue: 'The Mirador' Hotel, Andheri-Ghatkopar Link Road, Chakala, Andheri (E), Mumbai – 400 099

Landmark : Opp. Solitaire Corporate Park

Distance from Andheri Railway Station: 2.3 KM

Distance from WEH Metro Station: 0.6 KM



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NOTICE OF AGM – 2019

NOTICE is hereby given that the 37th Annual General Meeting of Members of Polygenta Technologies Limited will be held on Tuesday, 6 August 2019 at 4.00 p.m. at Hotel Mirador, Andheri-Ghatkopar Link Road, Chakala, Andheri (East), Mumbai – 400 099 to transact the following business:-

Ordinary Business:-

1. To consider and adopt the Audited Financial Statements for the year ended March 31, 2019 together with Report of the Board of Directors and the Auditors thereon.

Special Business:-

2. **To consider entering into Transaction with Related Party and, if thought fit, to pass, the following resolution as Ordinary Resolutions:**

“RESOLVED THAT the Board of Directors be and is hereby authorised to enter into transactions for sale of Company Products with the Related Party ‘PerPETual Global Technologies Limited’ up to Euro 3.0 Million (or amount equivalent thereto in any other currencies) upto 30th September 2020 provided that the transactions will be entered into at arm’s length price.

RESOLVED FURTHER THAT the Audit Committee of the Company be and is hereby authorised to decide the arm’s length price from time to time and other terms and conditions.

RESOLVED FURTHER THAT the Audit Committee be and is hereby authorised to repay the advance received remaining unutilized, if any, from the Related Party- PerPETual Global Technologies Limited.”

3. **To appoint Mr. Dhanvant Hari Yeola as Executive Director (Technical) and if thought fit , to pass the following resolutions as Ordinary Resolutions:**

“RESOLVED THAT pursuant to Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Dhanvant Hari Yeola (DIN 0008325170) as Executive Director (Technical) of the Company for the period of three years from 8th February 2019 to 7th February 2022, and to his receiving remuneration of Rs. 20,13,000 per annum and upon the terms and conditions set out in the explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to give increment/annual bonus to the Executive Director (Technical) such that the remuneration shall increase by maximum 50% during the tenure of the contract.

The remuneration aforesaid will be exclusive of:

- (i) Contribution to Provident Fund.
- (ii) Gratuity payable in accordance with the rules and regulations of the company.

RESOLVED FURTHER THAT, during the tenure of this contract, the Executive Director (Technical) will be eligible to buy/receive shares in the Company under stock option/purchase plans which may be approved by the Board/Nomination and Remuneration Committee subject to necessary approvals under applicable laws, up to maximum 1% of the outstanding shares in the Company. Conditions relating to such share allocation/purchase including but not limited to strike price, purchase price, vesting schedule etc., if any, shall be determined by the Nomination and Remuneration Committee. The exercise of such options shall be subject to any applicable governmental or regulatory guidelines or requirements.

RESOLVED FURTHER THAT the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and matters as may be necessary to give effect to the aforesaid resolution, including, but not limited to

filing of necessary statutory documents with concerned Registrar of companies and other statutory authorities as applicable.”

4. To appoint Mr. Maganti Narayanarao Sudhindra as a director & to ratify his remuneration as Managing Director & CEO and, if thought fit, to pass, the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to Section 196,197,203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] the consent of the Company be and is hereby accorded for the appointment of Mr. Maganti Narayanarao Sudhindra (DIN 01820347) as a Director of the Company retiring by rotation.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for the appointment of Mr. Maganti Narayanarao Sudhindra (DIN 01820347) as Managing Director & CEO of the Company for the period from 1st February 2019 to 5th April 2019 upon the terms and conditions set out in the explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the remuneration paid to him for the period from 1st February 2019 to 5th April 2019 proportionately at the rate of Rs. 1,74,00,000/- per annum (exclusive of Gratuity payable in accordance with the rules and regulations of the company) be and is hereby ratified.

RESOLVED FURTHER THAT the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and matters as may be necessary to give effect to the aforesaid resolution, including, but not limited to filing of necessary statutory documents with Registrar of Companies concerned and other statutory authorities as applicable.”

5. Grant of Options and/or transfer of Equity Shares to the employees of the Company/employees of the Holding Company/ Subsidiary Companies and Related Resolutions under Polygenta - Employees Stock Option Plan 2019 (“ESOP 2019”) and Polygenta - Employees Share Purchase Plan 2019 (“ESPP 2019”) together referred to as Polygenta Incentive Equity Schemes (“PIES”)

To consider and, if thought fit, to pass, with or without modification, the following resolutions as **SPECIAL RESOLUTIONS:**

5.1 Grant of Options and/or transfer of Equity Shares to the employees of the Company

- 5.1.1 **“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”), any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority or any other applicable laws for the time being in force and subject to such approvals, permissions and sanctions as may be necessary from time to time and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NR Committee”) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Company be and is hereby accorded respectively to introduce and implement ‘Polygenta - Employees Stock Option Plan 2019 (“ESOP 2019”) and Polygenta - Employees Share Purchase Plan 2019 (“ESPP 2019”’, together referred to as the ‘Polygenta Incentive Equity Schemes’ (“PIES” or “the Scheme”), the salient features of which are furnished in the Explanatory Statement annexed to the Notice, the same being implemented through the Polygenta Stock Option Trust (the “Trust”).

5.1.2 **RESOLVED FURTHER THAT** consent be and is hereby accorded to the Board to grant, offer, issue, transfer and allot from time to time, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India ("Eligible Employees"), as may be decided solely by the Board under the Scheme:

- Options exercisable into Equity Shares of the Company ("Equity Shares"); and/ or
- Equity Shares of the Company

in the aggregate resulting in not more than 13,525,000 (Thirteen Million Five Hundred and Twenty-Five Thousand) Equity Shares of the Company of face value Rs. 10/- (Rupees Ten Only) each, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of PIES and in due compliance with the applicable laws and regulations in force.

5.1.3 **RESOLVED FURTHER THAT** the said Equity Shares may be transferred directly to such Eligible Employees from the Trust in accordance with PIES framed in this behalf and that the Scheme may also envisage for providing any financial assistance to the Eligible Employees or to the Trust to enable the Eligible Employees / the Trust to acquire, purchase, subscribe or hold the Equity Shares of the Company.

5.1.4 **RESOLVED FURTHER THAT** in case of any corporate action(s) such as a merger, demerger of undertaking, sale of division or other reorganisation of capital structure of the Company, etc. or a change in capital structure whether by issue of rights/bonus shares, or other changes in the share capital whatsoever, the above ceiling of 13,525,000 (Thirteen Million Five Hundred and Twenty Five thousand) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares required to be issued by the Company and the Board be and is hereby authorised to make such adjustments as it may deem fit to the:

- quantum of Equity Shares to be:
 - o issued pursuant to the exercise of the Options under the ESOP 2019; and/or
 - o transferred under the ESPP 2019,
- the exercise price, and other rights and obligations under the Scheme, subject to compliance with applicable laws, rules and regulations.

5.1.5 **RESOLVED FURTHER THAT** the Equity Shares issued or transferred to the Eligible Employees upon exercise of Options under the ESOP 2019 and / or the expiry of the Lock-in restrictions of the Equity Shares allotted under ESPP 2019 from time to time shall rank pari passu in all respects with the existing Equity Shares of the Company.

5.1.6 **RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PIES subject to the compliance with the applicable laws, rules, guidelines and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the PIES and do all other things incidental and ancillary thereof.

5.1.7 **RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to PIES.

5.1.8 **RESOLVED FURTHER THAT** any of the Directors of the Company or Company Secretary of the Company, as and when it is necessary, be and is hereby authorized to take necessary steps for listing of the securities allotted under the PIES on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

5.1.9 **RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the NR Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of PIES as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

5.2 Grant of Options and/or transfer of Equity Shares to the employees of the Holding / Subsidiary Companies of the Company under PIES

5.2.1 **"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority or any other applicable laws for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the 'Polygenta - Employees Stock Option Plan 2019 ("ESOP 2019") and Polygenta - Employees Share Purchase Plan 2019 ("ESPP 2019")' (together referred to as the Polygenta Incentive Equity Scheme ("PIES")) and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NR Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of the PIES and thereby to transfer and allot from time to time to the permanent employees and Directors, whether whole time or otherwise of its holding company, "PerPETual Global Technologies Limited" or any subsidiaries (all such potential beneficiaries being "Participants") whether working in India or out of India("Eligible Employees"), as may be decided solely by the Board under the Plan, being implemented through the Polygenta Stock Option Trust (the "Trust"):

- Options exercisable into equity shares of the Company ("Equity Shares"); and/ or
- Equity Shares of the Company in the aggregate resulting in not more than 13,525,000 (Thirteen Million Five Hundred and Twenty-Five Thousand) Equity Shares of the Company of face value Rs. 10/- (Rupees Ten only) each, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of PIES and in due compliance with the applicable laws and regulations in force.

5.2.2 **RESOLVED FURTHER THAT** the said Equity Shares may be transferred directly to such Eligible Employees from the Trust in accordance with PIES in that behalf.

5.2.3 **RESOLVED FURTHER THAT** in case of any corporate action(s) such as a merger, demerger of undertaking, sale of division or other reorganisation of capital structure of the Company, etc. or a

change in capital structure whether by issue of rights/bonus shares, or other changes in the share capital whatsoever, the above ceiling of 13,525,000 (Thirteen Million Five Hundred and Twenty Five thousand) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares required to be issued by the Company and the Board be and is hereby authorised to make such adjustments as it may deem fit to the:

- quantum of Equity Shares:
 - o to be issued pursuant to the exercise of the Options under the ESOP 2019 and/or
 - o transfer of Equity Shares under the ESPP 2019,
- the exercise price, and other rights and obligations under the Scheme, subject to compliance with applicable laws, rules and regulations.

5.2.4 **RESOLVED FURTHER THAT** the Equity Shares issued or transferred to the Participants upon exercise of Options under the ESOP 2019 and / or the expiry of the Lock-in restrictions of the Equity Shares allotted under ESPP 2019 from time to time shall rank pari passu in all respects with the existing Equity Shares of the Company.

5.2.5 **RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PIES subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of PIES and do all other things incidental and ancillary thereof.

5.2.6 **RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to PIES.

5.2.7 **RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the NR Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of PIES as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

5.3 Approval of the grant of Options and / or transfer Equity Shares under PIES to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of Options / transfer of Equity Shares

To consider and if thought fit, to pass the following resolutions as Special Resolutions:

5.3.1 **"RESOLVED THAT** as per Regulation 6(3)(d) of the SEBI (Share Based Employee Benefit) Regulations, 2014, relevant provisions of the Companies Act, 2013, and the Rules framed thereunder and any other rules, regulations and guidelines of any statutory / regulatory authority(ies) as may be required and subject to such approvals, permissions and sanctions and based on the recommendations of the NR Committee or such other committee as may be decided by the Board in this behalf, consent of the Company by means of a special resolution be and is hereby accorded to

issue Equity Shares under the PIES, being more than 1% of the issued share capital of the Company during the any financial year commencing from financial year 2019-20, to the following employees:

Name and Designation of the Employee

Mr. Makarand Kulkarni (CMO of Polygenta)

Mr. Dhanvant Yeola [Executive Director (Technical) of Polygenta]]

Mr. Vivek Tandon (Director of Holding Co)

Mr. Vikram Nagargoje (Director of Holding Co)

- 5.3.2 **RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board including the NR Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s)."

5.4 Provision of Money / funds provided by the Company for purchase of its own shares by the employees under PIES

- 5.4.1 **"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 (hereinafter referred to as "Companies Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SBEB Regulations"), as amended from time to time, Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to grant loan, to provide guarantee or security in connection with a loan to be granted to, the eligible employees and Participants of such amount as deemed fit, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of PIES and in due compliance with the applicable laws and regulations in force (hereinafter referred to as "Employee Benefit Plan(s)") from time to time, with a view to deal in such Equity Shares in line with contemplated objectives of PIES or for any other purpose(s) as permitted under and in due compliance with the provisions of the SBEB Regulations, the Companies Rules and other applicable laws and regulations.

- 5.4.2 **RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient and also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Committee was authorized to do for the purpose of giving effect to this resolution."

**By the Order of the Board of Directors
For Polygenta Technologies Limited**

Paresh Damania
Company Secretary

Place: Mumbai
Date: 28 May 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item No. 2 to 5 is annexed hereto.
2. The register of members and the share transfer books of the Company will remain closed from Wednesday, 31 July 2019 to Tuesday, 6 August 2019 (both days inclusive) for annual closing.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a person can act as a proxy of a member holding more than 10% (ten percent) of the total share capital of the Company and in such case the person cannot act as a proxy for any other person. Proxies submitted on behalf of limited companies must be supported by appropriate resolution / authority, as applicable. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. Members are requested to notify immediately any change in their addresses, email address, bank particulars etc.
5. 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.
6. As required under Secretarial Standard on General Meeting, the route map of the venue is given elsewhere in the Annual report.

7. VOTING THROUGH ELECTRONIC MEANS:

In compliance with section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Saturday, 3 August 2019 at 9.00 a.m. and ends on Monday, 5 August 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 30 July 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.