

32nd

Annual Report

2021-2022

Initiatives to bring company managements to investors – facilitating investment decision making

SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

Cordially invites you to the
Q4FY21 Earnings Conference Call
of
TEXMACO RAIL & ENGINEERING LTD

TEXMACO

Represented by
Mr. Indrajit Moskerjee, Managing Director
Mr. Ashok Kumar Vijay, Executive Director - Finance
Mr. Hemant Bhuvanani, VP - Corporate Finance
Mr. Ravi Varma, GM (Corporate Affairs) & Company Secretary

on Friday, 21st May, 2021
at 11:00 hrs India Standard Time

Desired Pass Link
<https://www.skpsec.com/askpsec/earningsconferencecall/180199948/SkpSecurityString?180199948>

Universal Access Number
+91 22 6286 1480 / +91 22 7133 8848

Request you to please block your calendar
We look forward to your participation
For further information please contact
NAVIN B. AGRAWAL, #920027446, navin.agrawal@skpsecurities.com
NIKHIL SABOO #9330186643, nikhil.saboo@skpsecurities.com

SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

Cordially invites you to the
Q4 & FY21 Earnings Conference Call
of
SOMANY
Somany Ceramics Ltd.

Represented by
Mr. Ashishk Sonney, Managing Director
& Senior Management Team

on Thursday, 17th June, 2021
at 14:30 hrs India Standard Time

International Toll Free Numbers
Argentina: 0054114241444
Australia: 0061814241444
Brazil: 0055114241444
Canada: 01180014241444
China: 00862414241444
France: 003314241444
Germany: 004914241444
Hong Kong: 00852414241444
India: 00912414241444
Japan: 008134241444
South Africa: +27 12628611
Spain: +34 913095921
Singapore: +65 32735746
USA: +1 8007622131
UK: +44 2030078723

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SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

Cordially invites you to the
Q4 & FY21 Earnings Conference Call
of
West Coast Paper Mills Ltd.
Your Partner in Progress.

Represented by
Mr. S.K. Bangar, Chairperson & Managing Director
Mr. Rajendra Jain, Executive Director & CFO (West Coast Paper)
Mr. Rajesh Bhatia, Vice President Corporate Finance
Mr. S.K. Khemani, Vice President Corporate

on Friday, 25th June, 2021
at 14:00 hrs India Standard Time

Desired Pass Link
<https://www.skpsec.com/askpsec/earningsconferencecall/180199948/SkpSecurityString?180199948>

Universal Access Number
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NIKHIL SABOO #9330186643, nikhil.saboo@skpsecurities.com

SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

CORDIALLY INVITES YOU TO A
MEETING WITH
MR. RAVI HUNJHUNWALA, CMD & CEO
MR. MANISH GULATI, EXECUTIVE DIRECTOR
MR. GULSHAN KUMAR SAKHJIA, CFO
HEG LTD.

WEDNESDAY, 16TH JUNE, 2021
AT 14:00 IST

PLEASE BLOCK YOUR CALENDAR, MEETING LINK TO FOLLOW

FOR FURTHER INFORMATION PLEASE CONTACT
NAVIN AGRAWAL, #920027446, navin.agrawal@skpsecurities.com
NIKHIL SABOO #9330186643, nikhil.saboo@skpsecurities.com

SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

CORDIALLY INVITES YOU TO A
MEETING WITH
MR. KALLOL KUNDU
CHIEF FINANCIAL OFFICER
EIH Limited

EIH Limited
A MEMBER OF THE ORIENT GROUP

TUESDAY, 15TH JUNE, 2021
AT 12:00 NOON

PLEASE BLOCK YOUR CALENDAR, MEETING LINK TO FOLLOW

FOR FURTHER INFORMATION PLEASE CONTACT
NAVIN AGRAWAL, #920027446, navin.agrawal@skpsecurities.com
NIKHIL SABOO #9330186643, nikhil.saboo@skpsecurities.com

SKP SECURITIES LTD
INSTITUTIONAL EQUITIES

CORDIALLY INVITES YOU TO A
MEETING WITH
MR. PRAMOD PATWARI
CHIEF FINANCIAL OFFICER
BALRAMPUR CHINI MILLS LIMITED

B

FRIDAY, 15TH JANUARY, 2021
AT 14:00 IST

PLEASE BLOCK YOUR CALENDAR, MEETING LINK TO FOLLOW

FOR FURTHER INFORMATION PLEASE CONTACT
NAVIN AGRAWAL, #920027446, navin.agrawal@skpsecurities.com
NIKHIL SABOO #9330186643, nikhil.saboo@skpsecurities.com

Financial Education & Inclusion Initiatives



Board of Directors

Ravi Todi	- <i>Independent, Non Executive Director</i>
Paritosh Sinha	- <i>Independent, Non Executive Director</i>
Santanu Ray	- <i>Independent, Non-Executive Director</i>
Manju Pachisia	- <i>Non-Independent. Non-Executive Director</i>
Nikunj Pachisia	- <i>Whole-time Director</i>
Naresh Pachisia	- <i>Managing Director</i>

Chief Financial Officer

Anil Shukla

Company Secretary

Alka Khetawat

Statutory Auditors

M/s. G. P. Agrawal & Co.
Chartered Accountants
Unit 606, 6th Floor, Diamond Heritage
16, Strand Road, Kolkata - 700 001

Registrar & Share Transfer Agent

Maheshwari Datamatics (P) Ltd.
23, R. N. Mukherjee Road, 5th Floor
Kolkata 700 001
Phone: (033) 2243 5029
Email: mdpldc@yahoo.com
Website : www.mdpl.in

Registered Office & Correspondence Address

Chatterjee International Centre, Level 21
33A, Jawaharlal Nehru Road
Kolkata - 700 071
Phone : (033) 4007 7000
Fax : (033) 4007 7007
E-mail : cs@skpsecurities.com
Website: www.skpsecurities.com
CIN: L74140WB1990PLC049032

Audit Committee

Santanu Ray (*Chairman*)
Ravi Todi
Naresh Pachisia

Nomination & Remuneration Committee

Saurabh Sonthalia (*Chairman*)
Ravi Todi
Paritosh Sinha
Naresh Pachisia

Stakeholders Relationship Committee

Ravi Todi (*Chairman*)
Paritosh Sinha
Naresh Pachisia

Corporate Social Responsibility Committee

Paritosh Sinha (*Chairman*)
Manju Pachisia
Naresh Pachisia

Bankers

HDFC Bank Ltd.
Axis Bank Ltd.
State Bank of India

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SKP SECURITIES LTD

creating prosperity

Our Logo

symbolizes our Corporate Personality

SQUARE: The solid shape symbolizes SKP as structurally grounded with a strong, stable and balanced foundation having an eye on basics. It also denotes integrity that lies in its pragmatic approach, on which society in general and clients in particular can depend upon, for right direction and peace of mind.

GREY: The formal colour of maturity and responsibility, like that of grey hair, depicts a safe, toned down and responsible SKP from which a new positive emerges that lends a steady effect on others. The dynamic yet subtle, conservative yet independent, conventional yet neutral, impartial yet practical approach of SKP, makes it trustworthy. It also creates a sense of calm & composure for its clients, providing them relief from an otherwise chaotic world.

BLUE: The calm, peaceful and harmonious blue reflects the sincerity and compassion of SKP reiterating that it cares about what it does for its clients. It redefines the facets of depth, loyalty, reliability and devotion amidst an aura of integrity, faithfulness and credibility. The corporate blue reflects the power of its strength and authority that emanates from its enthusiastic desire and determined spirits to be idealistic and judicious. Its controlled, clean and orderly, yet open & flexible approach, underlines its clarity of communication to its clients of being with them till eternity. It is a symbol of our maturity, confidence and success.

CONCEPT: The conventional but youthful & smart typeface symbolizes our capability to understand customer needs across age groups. The tagline symbolizes our vision.

The SKP Vision

Bringing happiness through prosperity solutions

Core Values @ SKP

Customers First
Ethics
Education
Efficiency
Empowerment
Ownership & Teamwork

SEBI

registered
Stock Broker
Research Analyst
Merchant Banker
Portfolio Manager
Depository Participant

AMFI

registered
Mutual Funds Distributor

OUR SERVICES

Broking
Distribution
Private Wealth
Investment Banking
Institutional Equities

OUR CLIENT SEGMENTS

Banks
Insurance Companies
Asset Management Companies
Family Businesses & Corporates
Charitable / Educational / Health Institutions
Non-Profit Organisations
Individuals from all socio-economic strata

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of SKP Securities Limited will be held on Saturday, 2nd July 2022 at 10:00 A.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022, together with Reports of the Board of Directors and Statutory Auditors thereon.**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

2. **To appoint a Director in place of Mrs. Manju Pachisia (DIN:00233821), who retires by rotation and, being eligible, offers herself 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, the approval of the Members of the Company be and is hereby accorded to reappoint Mrs. Manju Pachisia (DIN: 00233821), as a Director, who is liable to retire by rotation.”

3. **Appointment of Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all 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) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, S K Agrawal and Co, Chartered Accountants LLP (Firm Registration No. 306033E/E300272) be and are hereby appointed as the Statutory Auditors of the Company for the first term of five consecutive years, to hold office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to file the necessary forms and to do all such other acts, deeds and things as may be required to give effect to the above resolution.”

SPECIAL BUSINESS:

4. **Revision in the Remuneration of Mr. Nikunj Pachisia (DIN: 06933720), Whole Time Director of the Company.**

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

“**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at 30th Annual General Meeting held on 26th September 2020 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the basis of the recommendation

of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for revision in remuneration of Mr. Nikunj Pachisia (DIN: 06933720), Whole Time Director of the Company from ₹ 30 Lacs to ₹ 50 Lacs per annum computed in the manner as laid down in Section 198 of the Act, with effect from 1st April 2022 for the remaining period of his tenure ending on 31st July 2023, on the terms and conditions as set out in explanatory statement annexed to the Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure within the overall limits as provided under the Act with liberty to the Board of Directors to alter and vary the terms and conditions of the remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Nikunj Pachisia.”

“RESOLVED FURTHER THAT if in any financial year during the term of Mr. Nikunj Pachisia, the Company has loss or inadequate profits, he will be entitled to receive the aforesaid remuneration as minimum remuneration as provided under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary forms and to do all such other acts, deeds and things as may be required to give effect to the above resolution.”

5. Re-appointment of Mr. Paritosh Sinha (DIN: 00963537), Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof) and the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Paritosh Sinha (DIN No:00963537) who holds office as an Independent Director up to 29th July 2022, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 30th July 2022 up to 29th July 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary forms and to do all such other acts, deed and things as may be required to give effect to the above resolution.”

6. Appointment of Mr. Anil Shukla (DIN: 09577789), as Whole Time Director & Chief Financial Officer of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, subject to approval of statutory and regulatory authorities, and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors

of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anil Shukla (DIN: 09577789), Chief Financial Officer, as Whole time Director of the Company for a period of three years with effect from 1st October 2022 at a remuneration within the overall limits as provided under the Act with liberty to the Board of Directors to alter and vary the terms and conditions of the remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Anil Shukla.”

“RESOLVED FURTHER THAT if in any financial year during the term of Mr. Anil Shukla, the Company has loss or inadequate profits, he will be entitled to receive the aforesaid remuneration as minimum remuneration as provided under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary forms and to do all such other acts, deed and things as may be required to give effect to the above resolution.”

By Order of the Board of Directors
For **SKP Securities Limited**

Alka Khetawat
Company Secretary
Membership No.: A47322

Date: 30th April 2022
Place: Kolkata

SKP Securities Limited
CIN: L74140WB1990PLC049032
Chatterjee International Centre, Level-21
33A, Jawaharlal Nehru Road, Kolkata – 700 071
Email: cs@skpsecurities.com
Website: www.skpsecurities.com
Phone: (033) 4007 7000
Fax: (033) 4007 7007

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item no. 4, 5, 6 of the accompanying Notice is annexed hereto.
2. Pursuant to the General Circular No. 19/2021 dated 8th December 2021 and other circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI (hereinafter collectively referred to as the Circulars), Companies are allowed to hold Annual General Meeting (“AGM”/“Meeting”) through VC/OAVM facility, without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the AGM through VC/OAVM only. The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. Since this AGM is being held pursuant to MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Members intending to authorize their representatives to participate and vote at the Meeting are requested to send scanned certified true copy of the Board Resolution/Authority Letter etc., to the Company.
5. Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has appointed Central Depository Services (India) Limited (“CDSL”) to provide VC/OAVM facility and e-voting facility for the AGM.
7. The facility for joining AGM through VC/OAVM will be available for up to 1000 members on first come first served basis. However, the above restriction shall not be applicable to Members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login 15 minutes prior to the scheduled time of meeting and window shall be kept open till the expiry of 15 minutes after the scheduled time.
8. In compliance with provisions of MCA and SEBI Circulars, Notice of AGM along with the Annual Report for the year 2021-2022, are being sent only through electronic mode to those Members whose e-mail address are available with the Company/Depositories/Registrar & Share Transfer Agent (“RTA”).
9. Members may note that the Notice of the AGM and Annual Report 2021-2022 will also be available on the Company’s website at www.skpsecurities.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
10. Members who have not registered their email address with the Depository Participants, are requested to register it with their Depository Participants in respect of shares held in Electronic (Demat) form and in respect of shares held in physical form, are requested to submit their request to our RTA.
11. Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 25th June 2022 to Saturday, 2nd July 2022 (both days inclusive) for the purpose of AGM.

12. Details under Regulation 36 of Listing Regulations in respect of the Directors seeking appointment/re-appointment at the AGM, forms part of the Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

Members whose shares, unclaimed dividend, etc have been transferred to the IEPF Authority, may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) as per the procedure prescribed in the IEPF Rules.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make nomination through their Depository Participants.
15. In case of joint holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ to our RTA.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank account, etc., to their Depository Participants if the shares are held by them in Electronic (Demat) form and to RTA if the shares are held by them in physical form.
18. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
19. All Relevant documents referred in the Notice and Explanatory Statement will be available for inspection. Members who wish to inspect or seek any information, may send their request through an e-mail at cs@skpsecurities.com up to the date of 32nd AGM.
20. The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS: 4848, CP: 3238) of A. K. Labh & Co., Company Secretaries, Kolkata, as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
21. The scrutinizer shall after the conclusion of voting at the AGM, count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding 48 hours from the conclusion of the voting to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
22. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited, where the shares of the company are listed and shall be placed on the Company's website www.skpsecurities.com and on the website of CDSL at

www.evotingindia.com immediately after the results are declared by the Chairperson or any other person authorized by the Chairman.

23. The details of the process and manner for participating in 32nd AGM through VC/OAVM are explained herein below:

- a) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned below for Remote e-voting.
- c) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- d) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@skpsecurities.com. Members who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@skpsecurities.com. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- g) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- h) If any Votes are cast by Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

24. The Information and Instructions for Members for remote e-voting are as under:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and any other applicable provisions, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services Limited (CDSL).
- b. The Company has fixed Saturday, 25th June 2022 as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting period shall remain open for a period of 3 days commencing from Wednesday, 29th June 2022 (9:00 A.M. IST) to Friday, 1st July 2022 (5:00 P.M. IST).
- c. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.