

# **Board of Directors**



#### Mr. Kumar Nair

He is the Chairman of the Company. He is B.Sc., F.C.A. & OPM (Harvard Business School). He is also the Managing Director of Transwarranty Finance Limited and has over two decades of experience in Financial Services, Capital Market and Investment Banking. He was a key member of the core senior management team in Kotak Mahindra Finance Limited.

#### Mr. Ramachandran Unnikrishnan

He is the Managing Director & CEO of the Company. He is B.Com, FCA and has close to 3 decades experience in Audit, Accounting, Capital Market and Investment Banking. He is also the Director and CFO of our Holding Company, Transwarranty Finance Limited.



#### Mr. Jose Thomas Polachira

He is the Independent Director of the Company. He is B.Com, CAIIB, Post Graduate Diploma in Banking, Industrial Relations & Personnel Management, He is an experienced banking professional with over three decades of experience in various aspects of banking and finance. He was also responsible for setting up the HDFC Bank in Kerala.



He is the Independent Director of the Company. He is a Post Graduate in Science with various specialized qualifications in management and banking. He had been with the Reserve Bank of India for over 26 years in various management positions and has many years of director-level experience in Scheduled Commercial Banks.





# Mrs. Latha Anand

She is the Independent Woman Director of the Company. She is a Graduate in Law. She is a Managing Partner of the Law Firm, M/s. B.S. Krishnan Associates. She specializes in Contracts, Constitution, Arbitration, Labour and Service Laws. She is practicing before the Hon'ble High Court of Kerala and is the Standing Counsel for various companies including Central and State Government Companies. Her Court cases were reported in Legal Journals. She has nearly 3 decades of varied legal knowledge and expertise.

### Mr. George Mampillil

He is the Executive Director & CFO of the Company. He is a B.Sc. Graduate in Physics. He was the earlier the Chief Executive Officer of our Company and a Director of our subsidiary Company, Vertex Commodities And Finpro Pvt. Ltd. from 2004 to 2007. Thereafter, he worked as Chief Executive Officer, of Acumen Group, Cochin based Financial Services Company from October 2007 to December 2016. He has rich experience of around 23 years in the financial markets.



### CORPORATE INFORMATION

#### **BOARD OF DIRECTORS**

Kumar Nair Ramachandran Unnikrishnan James Pothen Jose Thomas Polachira Latha Anand George Mampillil

CHIEF FINANCIAL OFFICER George Mampillil

### **COMPANY SECRETARY**

Pranali Kadam

# AUDITORS S S KHAN & CO

Chartered Accountants, 24, 1<sup>st</sup> Floor, 5, Malharraowadi, Dadi Seth Agiary Lane, Kalbadevi, Mumbai - 400002.

#### **SECRETARIAL AUDITOR**

Yogesh Sharma & Co., Company Secretaries B-1, Neha Apartment, Opp. Badwaik's Hospital, L.B.S. Marg, Bhandup W, Mumbai 400078

#### **BANKERS**

South Indian Bank Axis Bank Canara Bank Federal Bank HDFC Bank ICICI Bank State Bank of India

# **REGISTERED OFFICE**

CIN: L67120KL1993PLC007349 Thottathil Towers, 2<sup>nd</sup> Floor, Market Road, Ernakulam, Kochi - 682 018 Tel. No. 0484-2384848 Fax No. 0484-2394209 e-mail id: secretarial@vertexbroking.com website: www.vertexbroking.com

### **CORPORATE OFFICE**

403, Regent Chambers Nariman Point, Mumbai 400 021 Tel. No. 91-22-6630 6090 / 40010900 Fax No. 91-22-66306655 e-mail id: vsl@vertexbroking.com

# **REGISTRAR & TRANSFER AGENTS**

M/s. Link Intime India Pvt. Ltd C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083 Tel. No. 91-22-49186000 Fax No. 91-22-49186060 e-mail id: rnt.helpdesk@linkintime.co.in website: www.linkintime.co.in Chairman
Managing Director & CEO
Independent Director
Independent Director
Independent Director
Executive Director & CFO

# **Contents**

Corporate Information	1
Notice	2
Directors' Report	18
Management Discussion and Analysis	25
Report on Corporate Governance	28
Independent Auditors' Report	48
Balance Sheet	56
Statement of Profit & Loss	57
Cash Flow Statement	58
Notes to the Financial Statements	61
Consolidated Financial Statements	98
Statement Pursuant to Section129(3) of the Companies Act, 2013	143

### NOTICE

Notice is hereby given that the 28th Annual General Meeting of Vertex Securities Limited will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Monday, 27th September, 2021 at 4.00 p.m. to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Ramachandran Unnikrishnan (DIN 00493707), who retires by rotation and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

 Re-appointment of Mr. George Mampillil, Executive Director & CFO as a Director for a period of three years w.e.f. 13th August, 2021

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the "Managerial Personnel Rules"), (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, read Schedule V to the Act and based on the recommendation of the Nomination, Remuneration and Compensation Committee and the approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. George Mampillil (DIN 01976386) as the Executive Director & CFO of the Company for a period of three years w.e.f. 13th August, 2021 on the following terms and conditions including remuneration:

#### **Terms of Remuneration:**

A. Salary: Remuneration not exceeding ₹ 12 Lakhs per annum including perquisites, allowances as may be determined by the Board of Directors of the Company or Nomination, Remuneration and Compensation Committee.

#### B. Perquisites and other allowances:

- i. Company provided Car with a driver
- Leave Travel Allowance As per rules of the Company.
- iii. Children's education allowance: In case of children studying in or outside India, an allowance limited to maximum of ₹ 100 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
- iv. HRA, DA, Other Allowances, Special Allowances and Reimbursements- As per the rules of the Company.

The following perquisites will not be included in the computation of the ceiling of perquisites:

- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- (ii) Encashment of leave at the end of tenure.
- (iii) Performance incentive, if any- As per the rules of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. George Mampillil which shall be in accordance with the prescribed provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. George Mampillil's office as an Executive Director, he shall be paid the above remuneration as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

#### 4. Approval for material related party transactions

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

"RESOLVED THAT pursuant to the provisions of the Regulation 23 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Section 188 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors (including its committees thereof), for transactions/ contracts/arrangements already entered/to be entered into any and all transactions/contracts/arrangements with Transwarranty Finance Limited, holding company and a related party as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, inter-alia, relating to making of loans to/borrow from Transwarranty Finance Limited and/or providing/availing of any services by the Company to/from Transwarranty Finance Limited, on such terms and conditions as the Board on its absolute discretion, may deem fit, PROVIDED HOWEVER THAT the total aggregate amount/value of all such transactions/ contracts/arrangements that may be entered into by the Company with Transwarranty Finance Limited and remaining outstanding at any point of time shall not exceed ₹ 50 Crore (Rupees Fifty Crores); during a financial year.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

### To approve powers of the Board U/s 180 (1) (a) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to approval of members in Annual General Meeting, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including

the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease or otherwise dispose off the portion of the undertaking to repay its dues/Liabilities on such terms and conditions at such time(s) and in such form and manner as deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

# By Order of the Board of Directors, For VERTEX SECURITIES LIMITED

Pranali Kadam Company Secretary

Place: Kochi

Date: 10th August, 2021

#### **Registered Office:**

Thottathil Towers, 2<sup>nd</sup> Floor, Market Road, Ernakulam, Kochi 682018 CIN:L67120KL1993PLC007349 Email: secretarial@vertexbroking.com

website: <u>www.vertexbroking.com</u> Tel: 0484 2384848 ; Fax: 0484 2394209

#### NOTES:

. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April,2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. In this Annual Report, the connotation of "Members" and "Shareholders" is the same.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the

Company has decided to convene its ensuing 28th AGM through VC/OAVM, and the Members can attend and participate in the ensuing AGM through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the Deemed Venue of the AGM. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 17 below and is also available on the website of the Company at <a href="https://www.vertexbroking.com">www.vertexbroking.com</a>

- 2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Item No. 3 to Item No. 5 of the Notice of 28th AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. Also, relevant details in respect of Directors seeking appointment/ re-appointment at the AGM, in terms of Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.25 of Secretarial Standard- 2 on General Meetings are also annexed to this notice.
- 3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 2<sup>nd</sup> Floor, Thottathil Towers, Market Road, Ernakulam, Kochi 682018, Kerala.
- Generally, a MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

However, since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with and in line with the Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 ("said SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI"), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately. hereinbelow). Institutional/ Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., 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 their registered e-mail address to jantonyca@gmail.com with a copy marked to the Company at secretarial@vertexbroking.com and to its RTA at rnt.helpdesk@linkintime.co.in.

- The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6. In view of the continuing COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circulars, the Annual Report including Notice of the 28th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circulars, the Annual Report including Notice of the 28<sup>th</sup> AGM of the Company will also be available on the website of the Company at <a href="https://www.vertexbroking.com">www.vertexbroking.com</a>. The same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at <a href="https://www.bseindia.com">www.bseindia.com</a> and on the website of NSDL i.e. <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.

7. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit – Vertex Securities Limited".

- 8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by notifying the company at <a href="mailto:secretarial@vertexbroking.com">secretarial@vertexbroking.com</a> or Registrar & Share Transfer Agents of the Company, Link Intime India Pvt. Ltd. at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
- 9. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at <a href="mailto:secretarial@vertexbroking.com">secretarial@vertexbroking.com</a> or rnt. <a href="mailto:helpdesk@linkintime.co.in">helpdesk@linkintime.co.in</a> along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to <a href="mailto:secretarial@vertexbroking.com">secretarial@vertexbroking.com</a>
- The Register of Members and Share Transfer Books will remain closed from 21<sup>st</sup> September, 2021 to 27<sup>th</sup> September, 2021 (both days inclusive) for the purpose of AGM.
- 12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to

their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents (RTA), Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.

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 details to RTA.

- 13. In terms of the provisions of Regulation 40 of Listing Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed from 1<sup>st</sup> April, 2019 unless the securities are held in dematerialized form with the depositories. In view of the same, Members are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.
- 15. Members are requested:
  - To quote their folio number/ DP ID and Client ID in all correspondence.
  - b. To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.
- 16. In terms of provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the

Members holding shares in physical form, are requested to submit the said details to the Company or RTA.

# 17. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 15 (fifteen) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis
- III. 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.
- IV. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- V. The Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 20<sup>th</sup> September, 2021 by 5.00 p.m. through email on

secretarial@vertexbroking.com. The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

18. The instructions and other information relating to voting through electronic means is given hereunder:

#### **VOTING TROUGH ELECTRONIC MEANS**

- Ι. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Members with the 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. 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") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM") will be provided by National Securities Depository Limited (NSDL).
- II. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-voting period commences on Friday, 24<sup>th</sup> September, 2021 09:00 a.m. and ends on Sunday, 26<sup>th</sup> September 2021 at 5.00 p.m. During this period, the Members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 20<sup>th</sup> September, 2021 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> September, 2021.

# IV. How do I vote electronically using NSDL e-Voting system?

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 9<sup>th</sup> December, 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.	1. If you are already registered for NSDL IDeAS facility, please 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 & voting during the meeting.	
	<ol> <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/">https://eservices.nsdl.com/</a>. SecureWeb/IdeasDirectReg.jsp</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 held 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> </ol>	
	<ol> <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	
	App Store Google Play	

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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="https://web.cdslindia.com/myeasi/home/login">www.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com/myeasi/home/login">www.cdslindia.com/myeasi/home/login</a> or <a easiregistration"="" href="https://www.cdslindia.com/myeasi/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home/login/home&lt;/td&gt;&lt;/tr&gt;&lt;tr&gt;&lt;td&gt;&lt;/td&gt;&lt;td&gt;2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of &lt;b&gt;e-Voting service provider i.e. NSDL&lt;/b&gt;. Click on &lt;b&gt;NSDL&lt;/b&gt; to cast your vote.&lt;/td&gt;&lt;/tr&gt;&lt;tr&gt;&lt;td&gt;&lt;/td&gt;&lt;td&gt;3. If the user is not registered for Easi/Easiest, option to register is available at &lt;a href=" https:="" myeasi="" registration="" web.cdslindia.com="">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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 members other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 1. 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.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.