



LAXMI COTSPIN LIMITED

(A Govt. Recognized Star Export House & NSE-SME Listed Company)



Regd. Off.: Gut No. 399, Samangaon - Kajala Phata, Jalna-Ambad Road,
Opp. Meenatai Thakare Vridhashram, JALNA - 431 203. (M.S.) India.
Off. 09765999633 E-mail: admin@laxmicotspin.com • Web Site: www.laxmicotspin.com

CIN NO - L17120MH2005PLC156866

Ref. No.

Date :
Date: 13/10/2022

To
The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, s" Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra,
Mumbai- 400051.

(Company ID: Symbol - LAXMICOT, ISIN - INE801V01019)

Sub: Submission of Notice of the Extra Ordinary General Meeting of the Company.

Dear Sir/Madam,

In compliance with Regulation 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we hereby submit copy of the Notice of the Extra Ordinary General Meeting scheduled to be held on 5th November, 2022.

In pursuant to compliance of MCA circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 and all other relevant circulars issued from time to time, the Extra Ordinary General Meeting (AGM) of Laxmi Cotspin Limited will be held on Saturday, 5th November, 2022 at 1.00 P.M. via. Video conference (VC)/other audio-visual means (OAVM).

The details on the manner of attending the EOGM and casting votes by the shareholders via. Electronic Mode is set out in the notice of the EOGM attached herewith.

The Notice will be sent to the shareholders of company whose email ids are registered with the company/Depository participant. The shareholders whose email ids are not registered with the company may demand copy of the Notice through email complianceofficer@laxmicotspin.com

The Notice is also available at the website of company at www.laxmicotspin.com

We request you to please take on record aforesaid information.

Thanking you,
Yours faithfully,

FOR LAXMI COTSPIN LIMITED

SKRathi

Sanjay Rathi
Managing Director
DIN - 00182739





LAXMI COTSPIN LIMITED
(CIN: - L17120MH2005PLC156866)

Cotton Bales and Yarn

EXTRA ORDINARY GENERAL MEETING

On Saturday, the 5th day of November 2022 at 1:00 P.M.

Through Video Conferencing ("VC") /
Other Audio Visual Means ("OAVM")

Registered Office:

**GUT NO.399, SAMANGAON-KAJLA ROAD, IN FRONT OF MEENATAI THAKARE
VRIDHASHRAM, SAMANGAON JALNA MH 431203**

Contact No: - 09765999633

Website: - www.laxmicotspin.com

E-Mail Id: - complianceofficer@laxmicotspin.com



EXTRA ORDINARY GENERAL MEETING

To,
The Members of
LAXMI COTSPIN LIMITED
(CIN: L17120MH2005PLC156866)
Gut No.399, Samangaon-Kajla Road,
In Front of Meenatai Thakare Vridhashram,
Samangaon, Jalna - 431203

Notice is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of **LAXMI COTSPIN LIMITED** will be held on Saturday, 5th November, 2022 at 1.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

A) SPECIAL BUSINESS

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

Appointment of Mr. Vijaykumar Zanwar (DIN: 00893718) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, Mr. Vijaykumar Zanwar (DIN: 00893718), who was appointed as an Additional Director, designated as Independent Director of the Company w.e.f. 8th August, 2022, has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment as an Additional Director.



FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

Appointment of Mr. Ketan Shah (DIN: 09699742) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, Mr. Ketan Shah (DIN: 09699742) who was appointed as an Additional Director, designated as Independent Director of the Company w.e.f. 8th August, 2022, has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment as an Additional Director.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may



arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**For and On behalf of the Board of Directors
Laxmi Cotspin Limited**

**Place - Jalna
Date - 12/10/2022**

**Sd/-
Sagar Pagariya
Company Secretary &
Compliance Officer**

NOTES:

1. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EOGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING.
 - A. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 respectively (“MCA Circulars”) and applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), allowed the Companies to conduct the EOGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) whose EOGMs are due in year 2022 The detailed procedure for participation in the meeting through VC/OAVM is available at the Company’s website viz. www.laxmicotspin.com
 - B. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EOGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the EOGM through VC/OAVM Facility and e-Voting during the EOGM.
 - C. In line with the MCA Circulars and SEBI Circular, the Notice of the EOGM will be available on the website of the Company at www.laxmicotspin.com and on the website of LIPL at <https://instavote.linkintime.co.in>



- D. Since the EOGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - E. Link Intime India Private Limited will be providing facility for voting through remote e-Voting, for participation in the EOGM through VC/OAVM Facility and e-Voting during the EOGM.
 - F. Members may note that the VC/OAVM Facility, provided by **LIPL**, allows participation on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee,
 - G. Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EOGM without any restriction on account of first-come first-served principle.
 - H. Attendance of the Members participating in the EOGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EOGM and facility for those Members participating in the EOGM to cast vote through e-Voting system during the EOGM .
 - J. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.laxmicotspin.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively
 - K. Members may join the EOGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.45 PM. IST i.e. 15 minutes before the time scheduled to start the EOGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the EOGM.
1. All the documents referred to in the accompanying notice and the annexures to it are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. Monday to Friday up to the date of this Extra Ordinary General Meeting of the Company.



2. In-terms of Section 101 and 136 of the Companies Act, read together with Rules made there under electronic copy of the notice of the Extra Ordinary General Meeting of the Company along with attendance slip are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID **complianceofficer@laxmicotspin.com**. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
3. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
4. Members may also note that the notice of the Extra Ordinary General will also be available on the Company's website for their download **www.laxmicotspin.com**. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Gut No.399, Samangaon-Kajla Road, In Front Of Meenatai Thakare Vridhashram, Samangaon Jalna MH 431203, during office hours on working days between 11.00 a.m. to 1.00 p.m. for inspection. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
5. Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register Members and Share Transfer Book will remain closed from 30th October, 2022 to 5th October, 2022 (Both days inclusive).
6. Notice of EOGM is being sent by electronic mode to those members who is registered as a members as on 7th October, 2022 as per list provided by Registrar and Share Transfer Agent, LinkIntime India Private Limited ("Link Intime").
7. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a Contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Link Intime India Private Limited ("Link Intime").., the Registrars & Share Transfer Agents of the Company and Members holding shares in de-mat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
8. The Board of Directors has appointed **CS Sandip Sharma** Practicing Company Secretary, as scrutinizer, to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.



9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts.
10. Electronic copy of Notice of the EOGM including remote E Voting Instruction, attendance slip is being sent by electronic mode to those members who are registered as a member as on 7th October, 2022 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 7th October, 2022 and who have not registered mail Address, Physical copy of notice of the Extra Ordinary general Meeting including Remote E voting instructions s being sent to them in the permitted mode.

Shareholders are also informed that voting shall be by E-voting.

11. The company has set Saturday, 29th October, 2022 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring EOGM for both E-Voting and Physical mode through Polling Paper.

12. General Information of E Voting:-

The e-voting period commences on 2nd November, 2022 (9:00 am) and ends on 4th November, 2022 (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 Saturday, 29th October, 2022. 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. Saturday, 29th October, 2022 may obtain the login ID and password by sending a request at <https://instavote.linkintime.co.in> or complianceofficer@laxmicotspin.com.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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



1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com 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. LINKINTIME. Click on



LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).



3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.
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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



**InstaVote Support Desk
Link Intime India Private Limited**

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not



updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

►Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”



2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

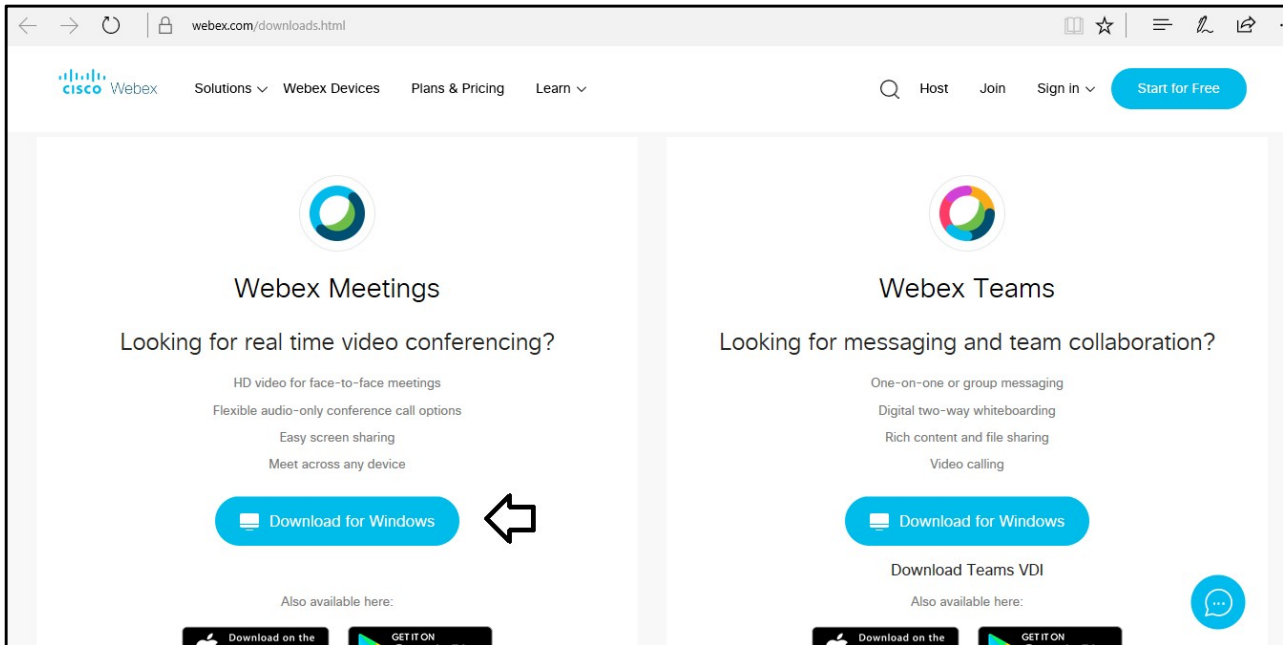
Annexure

Guidelines to attend the EOGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

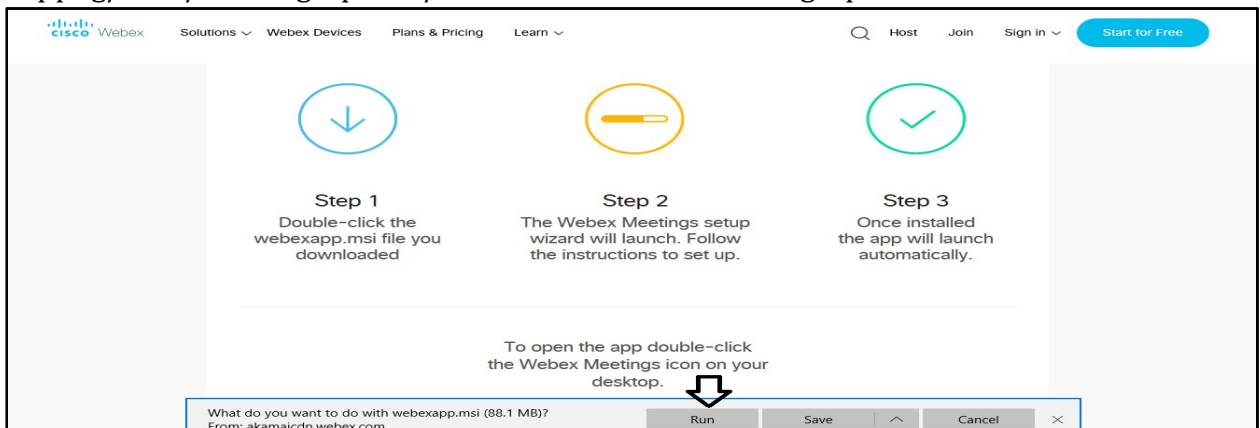
For a smooth experience of viewing the EOGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:



a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/https://meetingsapac30.webex.com/we>



bappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30





Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

or

If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



Link Intime India Pvt. Ltd

InStaMeet (VC-Platform) : Special Instructions

- Download and install the Webex application by clicking on the link

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

Event Information:

Event status:
Date and time:
Duration:
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:
Last name:
Email address:
Event password:

Join Now

Join by browser **NEW!**

If you are the host, [start your event](#).

English - Mumbai, India

<https://www.webex.com/downloads.html> and/or as per the instructions for InstaMeet attached.

- The following URLs need to be white-listed in your organisation's domain/your own laptop, desktop, tablet, smartphone etc. on the EOGM date:

A. <https://camonview.com>

B. <https://instameet.linkintime.co.in>

- Members are encouraged to join the Meeting through tablets/laptops connected through broadband for better experience.
- Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Any internet outage or fluctuation in connectivity at your site will have an adverse impact on the audio/ video quality during the meeting. Link Intime will not be responsible for this.

- Members connecting from mobile devices/tablets/laptops via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore



recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.

- In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same conference room, there will be instances of audio echo or feedback in the meeting.
- In case two or more Members are joining the meeting through a Board Room/Common Location, proper arrangements of audio & video should be in place and Webex will be run on only one system.
- Your organization (Company Secretary) is required to share with us, a detailed flow of the meeting along with required documents and the script at least three days in advance before the scheduled date of event in the format attached.
- Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the script/their name is announced. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your side if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others)
- Guidelines to follow while participating in the meeting for a good audio-video experience:
 - * Use your earphone for better sound quality.
 - * Ensure no other background applications are running.
 - * Ensure your Wi-Fi or Broadband is not connected to any other device.
 - * Have proper lighting in the room and avoid the background sounds.
 - * Ensure the background is bright.
 - * Do not use mask in the meeting.

Explanatory Statement

Annexure to the Item No.- 1 of the Notice

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Mr. Vijaykumar Zanwar, as an Additional Independent Director of the Company with effect from August 8, 2022.

Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the appointment, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and



Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.. Vijaykumar Zanwar, being eligible for appointment as an Independent Director, is proposed to be appointed as an Independent Director for a term of 5 (five) Date of appointment i.e. 8th August, 2022

He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria for independence as prescribed under Section 149(6) of the Act read with rules framed there under and Regulation 25(8) of the SEBI Listing Regulations, 2015.

In NRC's and Board's opinion, Mr. Vijaykumar Zanwar's experience, expertise and skill sets will further strengthen the Board functioning and help the Company in achieving future growth. Mr. Vijaykumar Zanwar, fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company. Further the Board considers that continued association of Mr. Vijaykumar Zanwar, would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijaykumar Zanwar, as an Independent Director.

Mr. Vijaykumar Zanwar, is interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment. Relatives of Mr. Vijaykumar Zanwar, may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Mr. Vijaykumar Zanwar, shall be paid sitting fee for attending the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings are within the limits stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Annexure to the Item No.- 2 of the Notice

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company,



appointed Mr. Ketan Shah, as an Additional Independent Director of the Company with effect from August 8, 2022.

Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the appointment, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a Special Resolution. Accordingly, based on recommendation of Nomination and

Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ketan Shah, being eligible for appointment as an Independent Director, is proposed to be appointed as an Independent Director for a term of 5 (five) Date of appointment i.e. 8th August, 2022

He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria for independence as prescribed under Section 149(6) of the Act read with rules framed there under and Regulation 25(8) of the SEBI Listing Regulations, 2015.

In NRC's and Board's opinion, Mr. Ketan Shah experience, expertise and skill sets will further strengthen the Board functioning and help the Company in achieving future growth. Mr. Ketan Shah, fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company. Further the Board considers that continued association of Mr. Ketan Shah, would be of immense benefit to the Company and it is desirable to avail services of Mr. Ketan Shah, as an Independent Director.

Mr. Ketan Shah, is interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment. Relatives of Mr. Ketan Shah, may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Mr. Ketan Shah, shall be paid sitting fee for attending the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings are within the limits stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.