



D-Link (India) Limited

CIN No.: L72900GA2008PLC005775

Regd. Office: Plot No. U02B, Verna Industrial Estate, Verna, Goa - 403722.

Ph. No.: 0832-2885800 E-mail: shares@dlink.co.in Website: <https://www.dlink.com/in/en>

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.]

Dear Member(s)

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 along with other relevant General Circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, notifications, and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to transact the items of special business, as set out in the Postal Ballot Notice, proposed to be approved by the Members of D-Link(India) Limited (the "Company") through remote e-voting (the "e-voting") process i.e. voting through electronics means for the following resolutions.

Sl. No.	Particulars
1.	Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director
2	Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed to this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations, SS-2 and pursuant to provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The Company has engaged KFin Technologies Limited ('KFIN'), an Authorised Agency, to provide a remote e-voting facility to its members. The procedure for remote e-voting is provided in notes to this Postal Ballot Notice.

In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email only to those members who have registered their email addresses with the Company or Depository/Depository Participants and the communication of assent/dissent of the members will take place only through the remote e-voting system. Hence, the hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope is not being sent to the Members. Further, those Members who have not yet registered their e-mail address are requested to register the same. Members who have already registered their e-mail address are requested to keep their e-mail address validated with the Company/Registrar and Transfer Agents (RTA) / Depository Participants to enable the servicing of documents electronically to their e-mail address.

The Board of Directors has appointed Mr. Shivaram Bhat, Practicing Company Secretary, Panaji (Membership Number: 10454; COP Number: 7853) as the Scrutinizer to conduct the Postal Ballot process (remote e-voting process) in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on June 4, 2024. The Company will display the results of the Postal Ballot at its Registered Office and website of the Company and stock exchanges.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of the e-voting period	Friday, May 3, 2024, 9.00 a.m. IST
Conclusion of the e-voting period	Sunday, June 2, 2024, 5.00 p.m. IST
The cut-off date for eligibility to vote	Friday, April 26, 2024.

Special Business:

Resolution No. 1: Appointment of Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Mangesh Pandurang Kinare (DIN: 08514820)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 31, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e. till March 30, 2029, and that he shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Mangesh Pandurang Kinare shall be entitled to receive the remuneration/fees/commission and re-imbursalment of such expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as approved by the Board of Directors, from time to time”.

“RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection to give effect to 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.”

Resolution No. 2: Appointment of Mr. Amit Anil Pandit (DIN: 02437092) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Amit Anil Pandit (DIN: 02437092)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 31, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e. till March 30, 2029, and that he shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Amit Anil Pandit shall be entitled to receive the remuneration/fees/commission and re-imbursalment of such expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as approved by the Board of Directors, from time to time”.

“RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection to give effect to 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.”

Registered Office:

Plot No. U02B, Verna Industrial Estate,
Verna, Goa - 403722, India.
CIN No.: L72900GA2008PLC005775
Email: shares@dlink.co.in

**By order of the Board of Directors
For D-Link (India) Limited**

Mumbai, March 15, 2024

Shrinivas Adikesar
Company Secretary
M. No. A20908

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder concerning the special business in respect of items nos. 1 and 2 as set out above is annexed hereto and forms part of this Notice. Details in terms of Regulation 36(3) of the Listing Regulations form part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars and the Listing Regulations, the Postal Ballot Notice along with the instructions regarding remote e-voting is being sent by email to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, April 26, 2024, (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("RTA/KFIN").
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. The Members who have not registered their e-mail addresses and in consequence the evoting notice could not be serviced, may get their e-mail address registered with the Company's RTA by sending an email at einward.ris@kfintech.com.
6. The remote e-voting period will commence on May 3, 2024 (9:00 hours IST) and will end on June 2, 2024, (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, April 26, 2024, shall be entitled to vote on the proposed resolutions electronically. The e-voting facility will be disabled by KFin immediately after 5.00 p.m. IST on June 2, 2024, and will be disallowed thereafter.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In the case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote.
8. Corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send a scanned certified true copy (PDF Format) of the board resolution/authority letter, and power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to cs.sbhat@gmail.com with a copy marked to evoting@kfintech.com.
9. The proposed resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on the last date of e-voting i.e. June 2, 2024. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
10. All the documents referred to in the explanatory statement will be available for inspection on all working days from the date of dispatch until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to shares@dlink.co.in.
11. This Notice shall also be available on the website of the Company at <https://www.dlink.com/in/en>, and on the website of KFin Technologies Limited <https://evoting.kfintech.com> and also on the Stock Exchanges (the "NSE & BSE") websites, i.e. www.nseindia.com and www.bseindia.com respectively. Further, the results of the postal ballot along with the Scrutinizer's Report will be declared on or before June 4, 2024 and displayed on the aforesaid website of the Company and exchanges.
12. SEBI has mandated the submission of PAN, KYC details, and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Members holding shares in physical mode are requested to submit their PAN, KYC, and nomination details to the Company's RTA KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.dlink.com/in/en>.
13. Members holding shares in electronic mode, who have not registered their email addresses, KYC, or PAN are requested to register their email addresses with their respective Depository Participant (DP).

14. General Instructions

Instructions for e-voting:

Step 1:

Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under the ‘IDeAS’ section. III. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on the company name or e-voting service provider and you will be re-directed to the e-Voting service provider’s website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow the steps given in points 1 3. Alternatively by directly accessing the e-voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under the ‘Shareholder/Member’ section. III. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to the KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user ID and password. IV. The user will see the e-voting Menu. The Menu will have links to ESP i.e. KFintech e-Voting portal. V. Click on the e-voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. The Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>IV. After successful authentication, the user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
Individual Shareholders login through their demat accounts / Website of Depository Participant	<p>I. You can also log in using the login credentials of your demat account through your DP registered with NSDL /CDSL for the e-Voting facility.</p> <p>II. Once logged in, you will be able to see the e-voting option. Once you click on the e-Voting option, you will be redirected to the NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature.</p> <p>III. Click on options available against the company name or e-voting service provider – Kfintech and you will be redirected to the e-Voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>

Important note: Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password option available at the 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.

Helpdesk for Shareholders in case of queries/grievances connected with the e-voting and 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 to evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contacting at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID, and password. They will have to follow the following process:

- i. Launch the internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of the physical folio, the User ID will be EVEN (E-Voting Event Number) xxxx, followed by the folio number. In the case of a Demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password to cast the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to log in again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘xxxx D-Link (India)Limited - Postal Ballot” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail of online services, the security holders can register e-mail ID. The holder can register/update the contact details by submitting the requisite ISR 1 form along with the supporting documents.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain a copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared at the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>
Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>
- d) For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is held.

EXPLANATORY STATEMENT

(Pursuant to sections 102(1) and 110 of the Companies Act, 2013)

Resolution No. 1

The Board of Directors, at its meeting held on February 3, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Mangesh Pandurang Kinare (DIN: 08514820) as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) years, with effect from March 31, 2024 to March 30, 2029, subject to the approval of the shareholders through a special resolution.

In the opinion of the Board, Mr. Mangesh Pandurang Kinare is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management. The Board was satisfied that the appointment is justified due to knowledge and expertise in Audits, Direct Tax, GST, Finance, and Business Consultancy etc.

Mr. Mangesh Pandurang Kinare has given his consent to act as the Director of the Company. Also, as per the confirmations received, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director will not be liable to retirement by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Mangesh Pandurang Kinare as a Director.

Brief Profile of Mr. Mangesh Kinare

Mr. Mangesh Kinare is a Senior Partner in M/s. K M P S & Associates, Chartered Accountants, and has been in existence for many decades. The firm specializes in varied fields of Audits, Direct Tax, GST, Finance, and Business Consultancy across various sectors.

Mr. Mangesh Kinare is a Chartered Accountant in practice, with over 33 years of experience mainly in the fields of Audits, Banking, GST, and Business Consultancy. He is a Fellow Member of The Institute of Chartered Accountants of India and has a B.Com. degree from the University of Mumbai with a rank, as well as an LL.B. (Gen) from the same university. He is also a Post Qualification course holder in Information System Audit by The Institute of Chartered Accountants of India - D.I.S.A. (ICAI).

Mr. Mangesh Kinare has been active in the Institute of Chartered Accountants of India (ICAI) for the last 20 years and has held various positions in the Western India Regional Council of ICAI and was Chairman of the Region in the year 2013-2014. He has also served as a Central Council Member of ICAI for the term, from 2016 to 2019 and is continuing his second term from 2022 to 2025. During his tenure, he has been involved in various initiatives and decision-making areas like Regulatory, Ethics, Academics, HR, Infrastructure, General Administration, Publications, Branches, etc.

Disclosure under Regulation 36(3) of the Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India pertaining to his qualification and other details are set out in Annexure-1 attached to this Notice.

The Board of Directors recommends the Special Resolution set out in Resolution No. 1 of the Notice for approval of the members.

Except, Mr. Mangesh Pandurang Kinare, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Resolution No. 1 of the Notice.

Resolution No. 2

The Board of Directors, at its meeting held on March 15, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Amit Anil Pandit (DIN: 02437092) as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) years, with effect from March 31, 2024 to March 30, 2029, subject to the approval of the shareholders through a special resolution.

In the opinion of the Board, Mr. Amit Anil Pandit is eligible and fulfils all the conditions of independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and the opinion of the Board of Directors, he is independent of management. The Board was satisfied that the appointment is justified due to knowledge and expertise in Risk Management, Investment, Financial Training, Business Valuations, Mergers & Acquisitions, Corporate Finance etc.

Mr. Amit Anil Pandit has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Director will not be liable to retirement by rotation.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Amit Anil Pandit as a Director.

Brief Resume of Mr Amit Pandit

Mr. Amit Anil Pandit is a seasoned finance professional with over 29 years of experience in Finance, Investments, Governance, and Risk. He has held various key positions in the industry, including being a Founder-Director of FinRisk Doctor and Trugrow Finvest Services Pvt. Ltd. Additionally, he has served as an Independent Director in companies like Lovable Lingerie Ltd, LIC Mutual Fund Trustee Co. Ltd., and Saraswat Co-operative Bank Ltd.

Mr. Pandit is a member of professional bodies like the Institute of Internal Auditors of India, The Institute of Chartered Accountants of India, and The Bombay Chartered Accountants Society.

His expertise spans across Risk Advisory, Investment Advisory, Financial Training, Business Valuations, Mergers & Acquisitions, Corporate Finance, and Management Audit. He has worked across various industries such as Banking & Financial Services, Capital Market, Insurance, Engineering, Real Estate, and Telecom. Currently, he provides advisory services in M&A, Governance, Risk & Compliance Advisory, Investment Banking Advisory, and Personal Finance etc.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification and other details are set out in the Annexure-1 attached to this Notice.

The Board of Directors recommends the Special Resolution set out in Resolution No. 2 of the Notice for approval of the members.

Except, Mr. Amit Anil Pandit, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, in the resolution set out in Resolution No. 2 of the Notice.

Annexure-1

Details of Director seeking appointment as Director of the Company.

Disclosures, as required under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of the Director	Mr. Mangesh Pandurang Kinare	Mr. Amit Anil Pandit
Directors Identification Number	08514820	02437092
Date of Birth (Age)	February 14, 1967	March 30, 1971
Nationality	Indian	Indian
Date of Appointment	March 31, 2024	March 31, 2024
Designation/category of the Director	Independent Director	Independent Director
Qualification	Chartered Accountant	Chartered Accountant
Nature of expertise, functional areas, Skills, capabilities, and Brief Resume etc.	As per the resolution no. 1 of this notice read with the explanatory statement thereto	As per the resolution no. 2 of this notice read with the explanatory statement thereto
Name of other companies in that holds directorship	Nil	<ol style="list-style-type: none"> 1. AM Square Partners Pvt. Ltd. 2. Trugrow Finvest Services Pvt. Ltd. 3. LIC Mutual Fund Trustee Private Limited 4. Global Chamber for Saraswat Entrepreneurs
Name of the companies in the committees which also hold membership/ chairmanship	Nil	LIC Mutual Fund Trustee Private Limited
Names of listed companies from which resigned/ceased in the past three years	MOIL Limited	Lovable Lingerie Limited
Terms and conditions for appointment and reappointment	Appointment as an Independent Director for the first term of five consecutive years	Appointment as an Independent Director for the first term of five consecutive years
Remuneration last drawn	Not Applicable	Not Applicable
Remuneration proposed to be paid	Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board	Remuneration as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. Presently eligible for sitting fees and as approved by the Board.
Shareholding in the Company	Nil	Nil
Relationship with other directors, Managers, Key Managerial Personnel of the Company	None	None
No. of Board meetings attended during the year	NA	NA

