

MANDYA FINANCE COMPANY LTD

Corporate Identity Number: L51909WB1981PLC034018

Registered Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata – 700 072

Contact Number: +91-33-4014 5400, +91-33-4030 6000;

Email ID: cs.sgroup2013@gmail.com; Website: <https://www.salarpuriagroup.com/>

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Companies Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“the Rules”), in relation issued by the Institute of Company Secretaries of India and all other applicable rules framed under the Companies Act, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“**Delisting Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Mandya Finance Company Ltd (“**Company**”), to consider and if thought fit to pass the resolution set out herein below as a special resolution, by way of a postal ballot through remote e-voting process, in accordance with Regulation 11 of the Delisting Regulations.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The proposed resolutions and explanatory statement are being sent to you for your consideration.

The Board of Directors of the Company have appointed Mr. Rajan Singh, Practicing Company Secretary, Proprietor of Rajan Singh & Co., Membership Number: F10541, CP: 13599, as the Scrutinizer for conducting the Postal Ballot through physical and remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The Scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before Monday, June 19, 2023 for submission with The Calcutta Stock Exchange Limited where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website and Service Provider’s website: www.evotingindia.com.

The resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., 17th June, 2023.

SPECIAL BUSINESS:

Item No. 1 :- Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE")

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to (i) receipt of Initial Public Announcement dated Monday, April 24, 2023 from Baid Finex Services Pvt. Ltd. ("**Acquirer**") expressing their intention to: (a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time ("**Delisting Regulations**") ("**Public Shareholders**"); and consequently (b) voluntarily delist the equity shares of the Company ("**Equity Shares**") from the Calcutta Stock Exchange Limited ("**CSE**") (the "**Stock Exchange**") in accordance with the Regulation 35 of the Delisting Regulations, 2021 by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company ("**Board**") accorded in its meeting held on Friday, May 12, 2023 for the voluntary delisting of the Equity Shares from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchange and such other statutory approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the Stock Exchange through acquisition or the consent of the, Public Shareholders, in accordance with the provisions of the Delisting Regulations ("**Delisting Proposal**")";

RESOLVED FURTHER THAT the Board do and hereby certify that:

- (i) the company is in compliance with the applicable provisions of securities laws;
- (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations;
- (iii) the delisting is in the interest of the shareholders of the company.

RESOLVED FURTHER THAT the Board (which term is deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by itself or through delegation to any person, as it may in its absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT any of the directors, be and is(are) hereby severally authorized to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to any statutory or governmental authority;

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects;

By order of the Board
For Mandya Finance Company Ltd
Sd/-
Aditya Sadani
Director
DIN: 09023418

Date: Friday, May 12, 2023
Place: Kolkata

NOTES:

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

Item No. 1

1. The equity shares of the company, having a face value of Rs. 10/- each (“**Equity Shares**”), are presently listed on The Calcutta Stock Exchange Limited (“**CSE**”) (the “**Stock Exchange**”).
2. The Board of Directors of the Company (“**Board**”) has received Initial Public Announcement dated Monday, April 24, 2023 from Baid Finex Services Pvt. Ltd. (“**Acquirer**”) expressing their intention to:
(a) acquire all the fully paid-up equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended from time to time (“**Delisting Regulations**”) (“**Public Shareholders**”); and consequently (b) voluntarily delist the equity shares of the Company (“**Equity Shares**”) from the Calcutta Stock Exchange Limited (“**CSE**”) (the “**Stock Exchange**”) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations (the “**Delisting Proposal**”).
3. The Acquirer has specified the following objectives and rationale for the Delisting Proposal:
 - a. To provide an exit opportunity to the public shareholders of the company as the equity shares are not traded in CSE;
 - b. Eliminate the on-going expenses of the Company in maintaining a listing on the Stock Exchange, including investor relations expenses associated with these continued listing which will cease once the delisting is effective; and
 - c. the need to dedicate management time to comply with the requirements associated with the continued listings and the needs of the Public Shareholders will be reduced and can be refocused on the Company’s business.
4. Pursuant to the receipt of the Delisting Proposal, the Board, took on record the Delisting Proposal and appointed M/s. Rajan Singh & Co., (“**Company Secretary**”) Peer Reviewed Company Secretary firm under Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out due diligence in terms of the Delisting Regulations. The Company Secretary issued its due diligence report on Thursday, May 04, 2023.
5. Further, the Board, in its meeting held on Friday, May 12, 2023, after having discussed and considered various factors including the due diligence report dated May 04, 2023 submitted by the Company Secretary, certified that:
 - (i) the Company is in compliance with the applicable provisions of securities laws;
 - (ii) the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations; and
 - (iii) the Delisting Proposal is in the interest of the shareholders of the company.

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Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any further approvals as required under applicable law including the Delisting Regulations and conditions as may be prescribed or imposed by any authority while granting any such approvals; and approved the draft of the postal ballot notice and the accompanying explanatory statement.

6. In terms of regulation 11 of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per Regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the public shareholders in favor of the Delisting Proposal are at least two times the number of votes cast by public shareholders against it.
7. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchange, and other applicable statutory approval as may be deemed necessary from time to time, followed by the dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
8. The acquisition by the Acquirers of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws; (ii) the Acquirers/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchange, as may be required under applicable laws including the Delisting Regulations; and (iii) such other terms and conditions as may be set out in the letter of offer to be dispatched to Public Shareholders.
9. The board of directors of the Company recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.

By order of the Board
For Mandya Finance Company Ltd

Sd/-
Aditya Sadani
Director
DIN: 09023418

Date: Friday, May 12, 2023

Place: Kolkata

NOTES AND INSTRUCTIONS

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act, 2013 and other applicable legal provisions in respect of the Special Business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
3. The Board of Directors of the Company has appointed Mr. Rajan Singh, Practicing Company Secretary, Proprietor of Rajan Singh & Co., Membership Number: F10541, CP: 13599, as the Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being sent to all the Members of the Company, whose name appear on the Register of Members/ List of Beneficial Owners, as received from Central Depository Services (India) Limited (CDSL) on Friday, May 12, 2023 (hereinafter referred to as “**Cut-off Date**”) and those who have registered their email addresses with the Company, Registrar & Share Transfer Agent (RTA) and/ or with the Depositories shall receive the Notice in electronic mode. It is however, clarified that all the persons who are Members of the Company as on Friday, May 12, 2023 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
5. The voting rights of shareholders shall be reckoned on the paid up value of shares registered in the names of the Members on cut-off date being Friday, May 12, 2023. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the CDSL as on Friday, May 12, 2023, will be entitled to cast their votes by e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. The Notice of Postal Ballot is being uploaded on the website of the Company and on the website of CDSL at www.evotingindia.com. A copy of this Notice may also available on the website of Stock Exchange at www.cse-india.com.
7. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of Central Depository Services (India) Limited as the agency to provide the remote e-voting facility.
8. The e-voting facility is available at the link www.evotingindia.com. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with e-voting for postal ballot. Please refer to the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.

9. The period for voting through physical Ballot or remote e-voting starts from Friday, May 19, 2023 at 9.00 am IST and ends on Saturday, June 17, 2023 at 5.00 pm IST. During this period, Members of the Company holding the Equity Shares in physical or dematerialized form as on the Cut-Off date may cast their vote electronically.
10. The Scrutinizer will after conclusion of e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman of the Company and/or the Company Secretary duly authorized by him, shall declare/announce the result of the Postal Ballot on or before Monday, June 19, 2023. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website as well as on the website of CDSL at www.evotingindia.com and shall also be communicated/forwarded to the Calcutta Stock Exchange Limited, the only Stock Exchange where the equity shares of the Company are listed.
11. The Resolution as set out in the Postal Ballot Notice, if passed by the requisite majority of the shareholders, shall be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on Saturday, June 17, 2023 i.e. the last date of e-voting, irrespective of the date of the submission of report by the scrutinizer.
12. Members may kindly note that the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids with the Company/ RTA/ Depository Participant registered with CDSL are requested to register the same in accordance with the process specified herein below at point no. 14(b).
13. All the relevant documents referred to in the Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 will be available for inspection via electronic mode by the shareholders of the Company until the last date for receipt of votes by e-voting. Members can inspect the same by writing an e-mail to the company. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company.
14. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

(a) Voting through electronic mode/e voting:

- i. The voting period begins at Friday, May 19, 2023 at 9.00 am IST and ends on Saturday, June 17, 2023 at 5.00 pm IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 12, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> |
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |

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| | |
|---|---|
| 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 CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|---|---|

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 CDSL

| Login type | Helpdesk details |
|--|---|
| 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 and 22-23058542-43 |

iv. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|---|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders holding shares in Demat Mode are requested to update their PAN with the Depository Participant registered with CDSL only. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)(3)(b). |

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

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platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the company to vote.
- ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; cs.sgroup2013@gmail.com and/or, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(b) Process for those shareholders whose email ids /mobile no. are not registered with the Company/RTA/CDSL:

- (i) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the CDSL depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. NICHE TECHNOLOGIES PRIVATE LIMITED by following the due procedure.

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(ii) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, Mobile No., E-mail Id along with scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company. Members can also get their E-mail Ids registered with the Company's RTA NICHE TECHNOLOGIES PRIVATE LIMITED by EMAIL TO nichetechpl@nichetechpl.com and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholders may write to cs.sgroup2013@gmail.com;

(iii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) **OR**

Please provide Demat account details (CDSL-16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company.

(iv) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to Mr. Arghya Majumdar at arghyam@cdslindia.com or Mr. Moloy Biswas at molyb@cdslindia.com or contact at 9830082291 and 9073980266.



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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

- 1 Name of the Sole/ First Named :
Shareholder
- 2 Registered address of the sole/ :
first named Shareholder
- 3 Name of the Joint Holder(s) if any :
- 4 Registered Folio No. / :
DP ID & Client ID
- 5 No. of shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed by means of Postal Ballot for the business set out in the Notice dated May 12, 2023 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

| Item No. | Items | No. of Shares | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|----------|---|---------------|-------------------------------------|--|
| 1. | Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, 2021 to consider the Delisting of the equity shares of the Company from the CSE i.e., the only Stock Exchange where the equity shares of the Company are presently listed. | | | |

Place:

Date:

Signature of the Shareholder

Please refer to e-voting instructions mentioned in annexure attached:

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

Commencement of e-voting: From < Friday, May 19, 2023 & 9.00 A.M.>

End of e-voting: Up to < Saturday, June 17, 2023 & 05.00 P.M.>

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is June 17, 2023.

INSTRUCTIONS:

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.
2. Voting period commences on and from May 19, 2023 at 9.00 A.M. and ends on June 17, 2023 at 05.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on or before June 19, 2023 at 04:00 P.M. at the Registered Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on May 12, 2023.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.