



HEG/SECTT/2024

November 26, 2024

<b>BSE Limited</b> P J Towers Dalal Street MUMBAI - 400 001. Scrip Code : 509631	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
--	---

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

Dear Sir/ Madam,

In continuation to our intimation with respect to the Outcome of Board Meeting dated November 13, 2024 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Postal Ballot Notice dated November 13, 2024 along with explanatory statement seeking approval of Members by means of Postal Ballot through remote e-voting only.

In compliance with various MCA/SEBI circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on Friday, November 22, 2024 ("**Cut-off Date**").

The company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The schedule of events for Postal Ballot (remote e-voting) is mentioned hereunder:-

Sr. No.	Event Details	Day & Date
1.	Cut-off date for determining the list of members eligible for remote e-voting and for sending of Postal Ballot Notice to members	Friday, November 22, 2024
2.	E-voting Commencement date and time	Thursday, November 28, 2024 (09:00 A.M. IST)
3.	E-voting End date and time	Friday, December 27, 2024 (05:00 P.M. IST)
4.	Declaration of Results of Postal Ballot	On or before Tuesday, December 31, 2024

A Soft copy of the Postal Ballot Notice can also be accessed at the Company's website at [www.heg ltd.com](http://www.heg ltd.com).

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For **HEG Limited**

**(Vivek Chaudhary)**

**Company Secretary**

**M.No. A-13263**

[heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com)

Encl: As above

**HEG LIMITED**

**Corporate Office:**  
Bhilwara Towers, A-12, Sector-1  
Noida - 201 301 (NCR-Delhi), India  
Tel.: +91-120-4390300 (EPABX)  
Fax: +91-120-4277841  
GSTN No.: 09AAACH6184K2Z6  
Website: www.lnjbhilwara.com

**Regd. Office:**  
Mandideep (Near Bhopal) Dist. Raisen - 462046  
(Madhya Pradesh), India  
Tel.: +91-7480-405500, 233524 to 233527  
Fax: +91-7480-233522  
GSTN No.: 23AAACH6184K1ZH  
Website: www.heg ltd.com





# HEG LIMITED

CIN: L23109MP1972PLC008290

**Registered Office:** Mandideep (Near Bhopal), Distt. Raissen - 462 046, (M.P.), Phone: 07480-233524, 233525, Fax : 07480-233522

**Corporate Office:** Bhilwara Towers, A - 12, Sector - 1, Noida - 201 301 (U.P.), Phone: 0120-4390300 (EPABX), Fax: 0120-4277841

E-mail: [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com); Website: [www.heg ltd.com](http://www.heg ltd.com)

## POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 read with 108 of the Companies Act, 2013 and read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc. thereon]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, November 28, 2024 at 9:00 A.M. (IST)	Friday, December 27, 2024 at 5:00 P.M. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and all other applicable Laws and Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to transact the special businesses as set out hereunder by passing the proposed Special Resolutions by way of postal ballot only, by voting through electronic means (“remote e-Voting”):

S.No.	Description of Resolution	Type of Resolution
1.	To approve the appointment of Dr. Kamal Gupta (DIN: 00038490) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Special Resolution
2.	To approve the Re-appointment and fixation of remuneration of Shri Manish Gulati (DIN: 08697512) as Whole Time Director designated as Executive Director of the Company, liable to retire by rotation.	Special Resolution

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, HEG Limited (“Company”) is sending this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting. This notice is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 22, 2024 (“cut-off date”) received from the Depositories and whose e-mail address are registered with the Company/ Depositories/ Registrar and Transfer Agent (“RTA”). Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members and no physical ballot forms will be accepted.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.



The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The said Postal Ballot Notice is also available on the website of the Company at [www.heg ltd.com](http://www.heg ltd.com).

In accordance with SS-2, issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., Friday, December 27, 2024.

Members desiring to exercise their vote through the remote e-Voting process 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’ section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday, December 27, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company (“Board”), at its meeting held on Wednesday, November 13, 2024, has appointed Shri Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Board. The result of postal ballot (including e-voting) shall be declared within 2 working days i.e., by Tuesday, December 31, 2024 from the conclusion of the e-voting. The result of postal ballot along with the Scrutinizer’s report will be displayed at the Company’s Registered Office & Corporate Office and shall be communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents of the Company. Additionally, the results will also be uploaded on the Company’s website at [www.heg ltd.com](http://www.heg ltd.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **SPECIAL BUSINESSES:**

#### **RESOLUTION NO. 1 – TO APPROVE THE APPOINTMENT OF DR. KAMAL GUPTA (DIN: 00038490) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17(1A) read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act and Listing Regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Kamal Gupta (DIN: 00038490) (Presently Aged 78 Years 9 Months) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation with effect from November 14, 2024 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 Non-Executive Non-Independent Director, liable to retire by rotation, with effect from November 14, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1C) read with Regulation 17(1A) of the Listing Regulations, the approval of members be and is hereby also accorded for appointment of Dr. Kamal Gupta (DIN: 00038490) (Presently Aged 78 Years 9 Months) as Non-Executive Non-Independent Director, liable to retire by rotation with effect from November 14, 2024.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above.”

#### **RESOLUTION NO. 2 – TO APPROVE THE RE-APPOINTMENT AND FIXATION OF REMUNERATION OF SHRI MANISH GULATI (DIN: 08697512) AS WHOLETEIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto read with the Rules made thereunder and applicable provisions



of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations and/or approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Shri Manish Gulati (DIN: 08697512) as Whole Time Director designated as Executive Director, liable to retire by rotation in terms of Sections 152 of the Act, for a period of five years with effect from March 1, 2025 to February 28, 2030, upon terms and conditions including remuneration as under:

Basic salary	Rs. 5,14,257/- per month with an annual increase upto 15%.
Commission	0.75% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the maximum limit of Rs. 2 Crores.
Other Allowances	Rs. 4,26,489/- per month with an annual increase upto 15%.
Perquisites & Variable Pay Allowances	In addition to the salary, Shri Manish Gulati is entitled to the following perquisites:

#### Category 'A'

##### I) Housing:

(a)	The expenditure incurred by the Company on hiring unfurnished accommodation for him subject to a ceiling, namely, 60% of the basic salary or
(b)	In case the accommodation is owned by the Company, 10% of the basic salary shall be deducted by the Company, or
(c)	In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling of 60% of the basic salary.
II)	Gas, Electricity and Water The expenditure incurred by the Company on Gas, Electricity and Water shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of basic salary.
III)	Leave Travel Assistance Rs. 4,000/- per month.
IV)	Club Fees Fees, subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
V)	Personal Accident Insurance Of an amount, the annual premium of which shall not exceed Rs. 10,000/-. For the purpose of this category, "family" means the spouse, dependent children and dependent parents.

#### Category 'B'

i)	Provident Fund	Company's contribution to provident fund shall be as per the rules of the Company.
ii)	Superannuation	Company's contribution to superannuation fund shall be in accordance with the rules of the Company.
iii)	Gratuity	As per Rules of the Company.

#### Category 'C'

i)	Car	Provision of car for use on Company's business. Use of car for private purpose shall be billed by the company.
ii)	Telephone and Mobile	Reimbursement of Residential Telephone and Mobile usage expenses as per policy of the Company.
iii)	Furnishing loans and other perks	Furnishing loans and other perks as per the policy of the Company.
iv)	Variable Pay allowance	As per policy of the Company subject to maximum of 16% of Total Fixed Salary.



**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in Companies Act 2013, where in any financial year, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Shri Manish Gulati, the remuneration mentioned above shall be paid to Shri Manish Gulati as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Shri Manish Gulati within such prescribed limit or ceiling and as agreed by and between the Company and Shri Manish Gulati without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by Board be and is severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary, expedient & desirable for the purpose of giving effect to the above.”

By Order of the Board  
For **HEG Limited**  
Sd/-  
**Vivek Chaudhary**  
Company Secretary  
ACS: 13263

Place: Noida (U.P)  
Date: November 13, 2024

**Registered Office**

Mandideep (Near Bhopal)  
Distt.Raisen - 462046, (M.P.)  
CIN: L23109MP1972PLC008290  
E-mail: [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com)  
Website: [www.hegltd.com](http://www.hegltd.com)  
Phone: 07480-233524, 233525, Fax: 07480-233522

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) along with details in terms of Regulation 36(3) of the SEBI Listing Regulations stating all material facts and the reasons/ rationale for the proposal is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on Friday, November 22, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 22, 2024 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the 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 e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Please note that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to



vote in relation to the resolution as set out in this Notice. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.

6. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
  - a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone No. 011-41406149 – 52, Email Id: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).
  - b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. Once the vote on the resolution is cast by the member, he / she 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 Friday, November 22, 2024, being the Cut-off Date fixed for the purpose.
8. The remote e-voting shall commence on Thursday, November 28, 2024, at 9:00 A.M. (IST) and shall end on Friday, December 27, 2024, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
9. The Scrutinizer will submit his report to the Chairman or any other person authorised by Chairman after the completion of scrutiny of e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting i.e. Tuesday, December 31, 2024 and will also be displayed on the Company website ([www.heg ltd.com](http://www.heg ltd.com)), on the website of NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.com)) besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent. The result of postal ballot alongwith scrutinizer's report will be displayed at the registered office & corporate office of the Company.
10. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Friday, December 27, 2024 i.e., the last date specified for e-voting.
11. Members may download the Notice from the website of the Company at [www.heg ltd.com](http://www.heg ltd.com) or from the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Thursday, November 28, 2024 to Friday, December 27, 2024.
14. The Scrutinizer's decision on the validity of the vote shall be final and binding.
15. Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:  
Name: Shri N.K Jain; Email: [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com)

**16. GENERAL INFORMATION AND INSTRUCTIONS FOR E-VOTING:**

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice.



- b) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c) Voting through electronic means.

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

**The instructions for e-voting are as follows:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>





**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number (i.e. 132251) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132251 then user ID is 132251001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)
  - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 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 [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
  - c) Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
  - d) In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.



5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssaket.associates@gmail.com](mailto:cssaket.associates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013.**

##### **Item No. 1:**

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (“the Act”) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors in its meeting held on November 13, 2024, appointed, Dr. Kamal Gupta (DIN 00038490) (Presently Aged 78 Years 9 Months) as an Additional Director in the category of Non-Executive Non Independent Director of the Company, liable to retire by rotation, pursuant to provisions of Sections 149, 152, 160, and 161 read with other applicable provisions of the Act, with effect from November 14, 2024, subject to approval of the Shareholders through special resolution.

The Members may note that Dr. Kamal Gupta was initially appointed as an Independent Director on August 30, 2014 for the first term of 5 consecutive years and subsequently re-appointed as Independent Director for the second term of 5 Years w.e.f. August 30, 2019 up to August 29, 2024.

Dr. Kamal Gupta has completed his 2<sup>nd</sup> term as an Independent Director on August 29, 2024.

Dr. Kamal Gupta has qualified Chartered Accountancy and Cost Management Accountancy and also holds Ph.D. in Business Management. He was the Technical Director of the Institute of Chartered Accountants of India and was responsible for all technical and research activities of the institute. In particular he played an instrumental role in introducing accounting and auditing standards in India. He has represented India on various international professional bodies. He has also been senior technical advisor in a Big4 multinational accounting, auditing and consultancy firm of chartered accountants. He has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in these areas.

He is also the renowned author of various books on Auditing and Company Law and has been a faculty and speaker at a large number of national and international seminars and programmes.

Dr. Gupta has been active through his participation at the Board and Committee meetings and made valuable contribution, including towards Corporate Governance and management of the affairs of the Company. He was present at most of the Meetings of the Board and various Committees of Directors during his tenure as Independent Director. He came well prepared, asked insightful questions and brought fresh perspectives. He also followed-up on matters on which he had expressed opinion/concern.



Members may further note that Dr. Kamal Gupta (DIN: 00038490) (Presently aged 78 Years 9 Months) had expressed his own judgment & voiced his opinion and views freely at the Board/Committee meetings. His vast and varied experience in the business and corporate world justifies the proposal for his appointment as Non-Executive and Non- Independent Director, liable to retire by rotation.

In order to continue to have the benefit of experience, expertise and skills, it may be proposed to consider and approve the appointment of Dr. Kamal Gupta (DIN: 00038490) as Non-Executive and Non-Independent Director, liable to retire by rotation.

The Members may also note that pursuant to Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Dr. Kamal Gupta being more than age of seventy five, the approval of shareholders by way of Special Resolution is being obtained for appointment of Dr. Kamal Gupta, as Non-Executive Non-Independent Director pursuant the Regulation 17(1A) of the Listing Regulations.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Dr. Kamal Gupta for the office of Non-Executive Non-Independent Director to be appointed under Section 149, 152 and other applicable provisions of the Act.

In the opinion of the Board of Directors, Dr. Kamal Gupta fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. His appointment as a Non-Executive Non-Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively.

The Member may also note that Dr. Kamal Gupta is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Dr. Kamal Gupta would be entitled to sitting fees for attending meetings of the Board/ Committees, as approved by the Board of directors.

A copy of the letter of appointment of Dr. Kamal Gupta as Non-Executive Non-Independent Director setting out the terms and conditions is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, December 27, 2024. The same is also available during the remote e-voting period of the Postal Ballot on the website of the Company i.e. [www.hegltd.com](http://www.hegltd.com).

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in the attached Annexure-1.

The Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.

Except Dr. Kamal Gupta and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are in any way, concerned or interested financially or otherwise, in the proposed Special Resolution. This statement may also be regard as an appropriate disclosure under the SEBI Listing Regulations.

**Item No. 2:**

Members of the Company note that the members in their 48<sup>th</sup> Annual General Meeting (“AGM”) held on 11<sup>th</sup> September, 2020 had approved the appointment of Shri Manish Gulati (DIN: 08697512) as Whole Time Director designated as an Executive Director for a period of 5 years with effect from March 1, 2020 upto February 28, 2025.



Further, the members in their 52<sup>nd</sup> AGM held on 7<sup>th</sup> August, 2024 approved the remuneration of Shri Manish Gulati, Whole Time Director designated as an Executive Director of the Company for a period w.e.f. April 1, 2024 to February 28, 2025 as Minimum Remuneration under Schedule V of the Companies Act, 2013 (“Act”).

Members may note that pursuant to proviso of Section 196(2) of Companies Act, 2013, No re-appointment shall be made earlier than one year before the expiry of his term.

Members may note that Shri Manish Gulati has been associated with the Company for more than 31 years. He has started his career from marketing, he developed an in-depth understanding of the customers, Product application, Quality, Customer service, Production planning etc. He was appointed as the Chief Operating Officer and Chief Marketing Officer of the Company in February, 2019.

Having accumulated in-depth knowledge of operations, technical processes, projects, power plant, HR, R&D etc. besides his core strength of marketing and commercial, he was brought on the Board and was appointed as Executive Director of the company.

His main achievements in the last 5 years stint as Executive Director have been well execution of the Rs.1200 crores Expansion project, increasing the Speciality business manifold, improving plant parameters to bring in line with the best in the industry, leading and motivating employees to achieve Organizational Objectives, tight control over cost and expenditure, taking keen interest in CSR activities of the company like Akshaya Patra, Building the new School for the children of community around plant, Apna Ghar home for destitute etc. Besides that, he has maintained good relation with MP Govt. at all levels.

In view of his contribution towards the Company and based on his vast experience, the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on November 13, 2024, have approved the re-appointment and payment of remuneration of Shri Manish Gulati (DIN: 08697512) as Whole Time Director designated as an Executive Director of the Company, liable to retire by rotation in terms of Sections 152 of the Companies Act, 2013, for a period of five years with effect from March 1, 2025 to February 28, 2030, subject to the approval of members.

The Board considered the feedback/views of Nomination and Remuneration Committee on the performance evaluation of Shri Manish Gulati, Whole Time Director designated as an Executive Director of the Company while approving his re-appointment and payment of remuneration, for a period of five years subject to the approval of members of the Company.

Members may also note that proposed remuneration as set forth in the resolution is in accordance with and within the limits of Schedule V and applicable provisions of the Companies Act, 2013 (the Act) and it therefore, require approval of shareholders by way of Special Resolution.

Shri Manish Gulati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Manish Gulati is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

Members may also note that the re-appointment and payment of remuneration proposed through this item will take effect from March 1, 2025, as his existing terms and conditions of appointment will continue till February 28, 2025.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services.

A copy of memorandum containing terms of appointment and remuneration of Shri Manish Gulati, Whole Time Director designated as Executive Director of the Company as required under Section 190 of the Companies Act, 2013 is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, December 27, 2024. The same is also available during the remote e-voting period of the Postal Ballot on the website of the Company i.e. [www.heg ltd.com](http://www.heg ltd.com).

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in the attached Annexure-1.



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

The Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.

Except Shri Manish Gulati and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/ or their relatives are in any way, concerned or interested financially or otherwise, in the proposed Special Resolution. This statement may also be regard as an appropriate disclosure under the SEBI Listing Regulations.

By Order of the Board  
For **HEG Limited**  
Sd/-  
**Vivek Chaudhary**  
Company Secretary  
ACS: 13263

Place: Noida (U.P)  
Date: November 13, 2024

**Registered Office**

Mandideep (Near Bhopal)  
Distt.Raisen - 462046, (M.P.)  
CIN: L23109MP1972PLC008290  
E-mail: [heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com)  
Website: [www.hegltd.com](http://www.hegltd.com)  
Phone: 07480-233524, 233525, Fax: 07480-233522



**ANNEXURE – 1**

**Details of Directors eligible for appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2.**

Name of Director	Dr. Kamal Gupta	Shri Manish Gulati
DIN	00038490	08697512
Category of Directorship	Non-Executive Non-Independent Director	Executive Director
Date of Birth	12-02-1946	29-07-1969
Age	78 years	55 Years
Date of First Appointment on the Board	November 10, 1994	March 1, 2020
Qualification	FCA, FICWA, Ph.D in Business Management.	BSc (Statistics), BE (Electronics) and MBA (Marketing and Finance)
Experience	<p>Dr. Kamal Gupta has qualified Chartered Accountancy and Cost Management Accountancy and also holds Ph.D. in Business Management. He was earlier a Technical Director of the Institute of Chartered Accountants of India and was responsible for all technical and research activities of the Institute. In particular he was instrumental in introducing accounting and auditing standards in India. He has represented India on various international professional bodies. He has also been senior technical advisor in a Big4 multinational accounting, auditing and consultancy firm of chartered accountants. Dr. Gupta has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in these areas. He is also the renowned author of various books on Auditing and Company Law. He has also been a faculty and speaker at a large number of national and international seminars and programmes.</p>	<p>Shri Manish Gulati is BSc (Statistics) Agra University, BE Electronics, Pune University and MBA (Marketing and Finance), FMS Delhi University. He has been associated with the Company for more than 31 years. He has started his career from marketing, he developed an in-depth understanding of the customers, Product application, Quality, Customer service, Production planning etc. He was appointed as the Chief Operating Officer and Chief Marketing Officer of the Company in February, 2019.</p> <p>Having accumulated in-depth knowledge of operations, technical processes, projects, power plant, HR, R&amp;D etc. besides his core strength of marketing and commercial, he was brought on Board and was appointed as Executive Director of the company.</p> <p>His main achievements in the last 5 years stint as Executive Director have been well execution of the Rs.1200 crores Expansion project, increasing the Speciality business manifold , improving plant parameters to bring in line with the best in the industry, bringing about cultural change in plant, leading and motivating employees and aligning them with organizations objectives, tight control over cost and expenditure, taking keen interest in CSR activities of the company like Akshaya Patra, Building the new School for the children of community around plant, Apna Ghar home for destitute etc. Besides that, he has maintained good relation with MP Govt. at all levels.</p>



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

No. of other Directorships in Public Limited Companies#	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Companies. ##		
Audit Committee	-	-
Stakeholders Relationship Committee	-	-
Chairman/Member of the Committees of the Board of Directors of the other Companies. ##		
Audit Committee	-	-
Stakeholders Relationship Committee	-	-
Listed Entities from which the Director has resigned in the past three years	<p>Ceased to be an Independent Director from the following Listed Companies due to completion of 2<sup>nd</sup> term as Independent Director.</p> <p>i) HEG Limited w.e.f. August 29, 2024</p> <p>ii) Maral Overseas Limited w.e.f. September 25, 2024</p> <p>iii) RSWM Limited w.e.f. September 15, 2024</p>	-
No of Equity Shares held in the Company.	2365 Dr. Kamal Gupta (Jointly with his wife Mrs. Usha Gupta)	Nil
Number of Board Meetings attended/held during the year	5/6 (During FY 2023-24)	6/6 (During FY 2023-24)
Terms and conditions of appointment/ re-appointment	Non-Executive Non Independent Director liable to retire by rotation.	Executive Director, liable to retire by rotation.
Remuneration sought to be paid and the remuneration last Drawn	See Note Given Below	<p>Mentioned in the item no. 2 of the Postal Ballot Notice and explanatory statement thereto.</p> <p>The Last Remuneration drawn was: Rs. 144.73 Lakhs (During half year from April 1, 2024 till September 30, 2024).</p>
Relationship with other Directors, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.
Justification for choosing the Independent Director	Not Applicable	Not Applicable





PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per explanatory statement of the Postal Ballot Notice.	As per explanatory statement of the Postal Ballot Notice.
---	---	---

# Excludes Directorship in Private Limited Companies, Foreign Companies, Membership of Management Committees of Various Chamber/Bodies and Section 8 Companies.

##Audit Committee and Stakeholders Relationship Committee have been considered.

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors etc. in accordance with Nomination and Remuneration Policy of the Company.