

**SOM DATT FINANCE CORPORATION LIMITED**

CIN: L65921DL1993PLC377542

REGD OFFICE: 516, Suneja Tower-I, District Centre, Janakpuri, Delhi 110058

Tel.: +9810228093, Email id: compliancesdf@gmail.com, Website: www.somdattfin.com

**POSTAL BALLOT NOTICE**

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

<b>E-Voting Start Date:</b>	<b>E-Voting End Date</b>
<b>Wednesday, February 14, 2024 at 9.00 am (IST)</b>	<b>Thursday, March 14, 2024 at 5:00 p.m. (IST)</b>

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and 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 Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, and Circular No. 09/2023 dated September 25, 2023 (the "MCA Circulars"), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only by voting through electronic means ('remote e-voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement about the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Som Datt Finance Corporation Limited ('Company/SDFCL') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, a physical copy of the Notice, 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 remote e-voting system. The detailed procedure for remote e-voting forms part of this Notice's 'Notes' section.

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 the National Securities Depository Limited ('NSDL') to provide a remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.somdattfin.com](http://www.somdattfin.com).

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 the casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, March 14, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company at their meeting held on February 08, 2024, has appointed Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199), partner of Naveen Narang & Associates, Practicing Company Secretaries as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process fairly and transparently. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Board of Directors of the Company or any officer authorized by the Board. The results shall be declared on or before Saturday, March 16, 2024, and will be displayed on the Company's website [www.somdattfin.com](http://www.somdattfin.com) and will also be communicated to the Stock Exchanges, and results will be placed on the website of the National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The resolution, if passed by the requisite majority, shall be deemed to have been passed on March 14, 2024, i.e., the last date specified for receipt of votes through the e-voting process.

## SPECIAL BUSINESS

### 1) To consider and approve the shifting of the Registered Office of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions, and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the registered office of the Company from the **National Capital Territory (NCT) of Delhi** to the **State of Telangana** under the jurisdiction of Registrar of Companies, Telangana.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, Northern Region, Delhi, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “National Capital Territory (NCT) of Delhi” to the “State of Telangana” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the State of Telangana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Northern Region, New Delhi, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds, and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Northern Region, New Delhi.

**RESOLVED FURTHER THAT** on confirmation/approval of the Regional Director, Northern Region, New Delhi, the Registered Office of the Company be shifted from “National Capital Territory (NCT) of Delhi” to the “State of Telangana”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Telangana and within the jurisdiction of the Registrar of Companies, Telangana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Northern Region, Delhi.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorised to finalize the address of the Registered Office of the Company at Telangana, the State of Telangana, as they may deem consider appropriate.

**RESOLVED FURTHER THAT** Managing Director, Chief Executive Officer, and Company Secretary of the Company are hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters, and things as may be necessary to give effect to the above resolution.”

**By Order of the Board of Directors**

Sd/-

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107

Place: Registered office

Date: 8<sup>th</sup> February 2024

**NOTES:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ RCMC Share Registry Pvt. Ltd, the Company's Registrar and Transfer Agent ('RTA'), as of **Friday, February 09, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off Date i.e., Friday, February 09, 2024.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that all Members of the Company as of the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote about the aforementioned Resolutions in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
6. The remote e-voting shall commence on commence at **9.00 a.m. (IST) on Wednesday, February 14, 2024, and ends at 5:00 p.m. (IST) on Thursday, March 14, 2024.** 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 voting thereafter.
7. The Board of Directors has appointed **Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199) partner of Naveen Narang & Associates, Practicing Company Secretaries, as the Scrutinizer** to scrutinize the postal ballot process fairly and transparently.
8. The Scrutinizer will submit his report to the Board, or any other person authorised by them, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Saturday, March 16, 2024.** The Scrutinizer's decision on the validity of the votes cast will be final.

9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somdattfin.com](http://www.somdattfin.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Board or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Thursday, March 14, 2024**.
11. Members may download the Notice from the website of the Company at [www.somdattfin.com](http://www.somdattfin.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.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 Explanatory Statement may send their requests to [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Wednesday, February 14, 2024 to Thursday, March 14, 2024.
14. Process to cast votes through remote e-voting:

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





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

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

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', 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 e-mail ID in their demat accounts to access the e-voting facility.

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

<b>Type of shareholders</b>	<ol style="list-style-type: none"><li>1. Existing IDeAS users 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 “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ section, This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li><li>2. If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-voting website of NSDL. Open the 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 the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li><li>4. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</li></ol>
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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <p>5.</p>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest, can log in through their user ID and password. The option will be made available to the Ach e-Voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab and then use your existing My easi username &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are 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, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/Easi/Registration">https://web.cdslindia.com/myeasi/Registration/Easi/Registration</a></li> <li>4. Alternatively, the user can directly access the e-voting page by providing a Demat Account Number and PAN No. from an e-voting link on the <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; and e-mail as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility.</li> <li>2. Upon logging in, you will be able to see the e-voting option. Click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature.</li> <li>5. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>
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**Important note:** Members who are unable to retrieve their User ID/ Password are advised to use the 'Forget User ID' and 'Forget Password options' available at the above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or calling toll-free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contacting at toll-free No. 1800 22 55 33

**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 the NSDL e-Voting website?**

1. Visit the e-voting website of NSDL. Open the 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 the e-Voting system is launched, click on the icon 'Login' which is available under the '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 services i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL

services 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members who hold shares in a 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*****.
For Members who hold shares in a demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if the folio number is 001*** and EVEN is 101456 then the user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' that 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.
  - How to retrieve your 'initial password'?
    - If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- 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) Click on. (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 the aforesaid two options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 the check box.
  8. Now, you will have to click on the 'Login' button.
  9. After you click on the 'Login' button, the Home page of e-Voting will open.

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

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

1. After a successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having a voting cycle.
2. Select 'EVEN' of the Company, which is 124794 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab on the screen or 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 [nnarang@gmail.com](mailto:nnarang@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
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 to 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 toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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

1. In case of 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 [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com).
2. 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 [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to procure a user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-voting facility.

**By Order of the Board of Directors**

Sd/-

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107

Place: Registered office

Date: 8<sup>th</sup> February 2024

**ANNEXURE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item 1: To consider and approve the shifting of the Registered Office of the Company.**

The members may note that as per Section 12(5) and 13(1) of the Companies Act, 2013, shifting of registered office from one state to another state requires approval of shareholders by way of special resolution.

At present registered office of the Company is situated at 516, Suneja Tower-I, District Centre, Janakpuri, Delhi-110058. The Board of Directors of the Company at their meeting held on September 12, 2024, and subsequently on February 08, 2024 post approval of RBI vide letter dated January 25, 2024, has approved to shift of the Registered Office of the Company from the “National Capital Territory (NCT) of Delhi to the State of Telangana” considering, inter alia, the following reasons:

- a) Majority of the Promoters and Directors of the Company reside in the State of Telangana;
- b) To exercise better administrative and economic control over the Company;
- c) To encourage the shareholders’ participation in the general meetings of the Company;
- d) To increase operational and management efficiency;
- e) To integrate business functions and optimization of administrative expenses

The proposed shifting of the registered office to Hyderabad, the State of Telangana would facilitate better fund-raising activities. The shifting of the registered office of the company will not be prejudicial to the interest of any employees, shareholders, creditors, or other stakeholders.

Pursuant to the provisions of Section 12, 13, 110 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Telangana and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company is situated in the

State of Telangana.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Thursday, March 14, 2024.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and other allied documents, if any being referred in resolution shall be available for inspection at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to compliancesdf@gmail.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors**

Sd/-

Place: Registered office

Date: 8<sup>th</sup> February 2024

**Neha Agarwal**

Company Secretary and Compliance Officer  
Membership No.-A22107