



OPTIEMUS INFRACOM LIMITED

CIN: L64200DL1993PLC054086

Registered Office: K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi -110024

Corporate Office: D-348, Sector-63, Noida, U.P. - 201307

Tel.: 0120-2406450; **E-mail:** info@optiemus.com; **Website:** www.optiemus.com

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 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 8, 2021, Circular No.3/2022 dated May 5, 2022, Circular No.11/2022 dated December 28, 2022 and Circular No.9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the relevant provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable rules & regulations, the resolutions appended below are proposed to be passed as Special Resolution through Postal Ballot only by voting through electronic means (“remote e-voting”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date i.e. February 23, 2024. Hard copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot, therefore, members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice of the Postal Ballot will also be available on the Company’s website at www.optiemus.com under Investor Relations’ Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.

The proposed resolutions together with the Explanatory Statement thereto setting out all the material facts concerning resolution alongwith the reasons for the proposed resolutions is annexed hereto for your consideration.

Mr. Sumit Kumar, Practicing Company Secretary & Proprietor of M/s S.K. Batra & Associates, has been appointed as Scrutinizer by the Board of Directors of the Company pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014 for conducting entire Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period will commence from Wednesday, February 28, 2024 at 9:00 A.M. (IST) and ends on Thursday, March 28, 2024 at 5:00 P.M. (IST). The e-voting facility will be blocked forthwith. The detailed instructions for e-voting are appended herewith. The Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide e-voting facility to all the members of the Company.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days of conclusion of remote e-voting i.e. on or before March 30, 2024.

The said results along with the Scrutinizer’s Report will be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the scrutinizer’s report will also be posted on the website of the Company at www.optiemus.com , websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on CDSL’ website at www.evotingindia.com.

You are requested to pursue the Proposed Resolutions along with its Explanatory Statement and thereafter, record your assent or dissent by means of remote e-voting facility provided by the Company.

**By order of the Board
For Optiemus Infracom Limited
Sd/-**

**Vikas Chandra
Company Secretary & Compliance Officer**

**Date: February 23, 2024
Place: Noida (U.P.)**

PROPOSED RESOLUTIONS:

1. TO APPOINT MR. GAURI SHANKAR (DIN: 06764026) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint **Mr. Gauri Shankar (DIN: 06764026)**, who has given his consent and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, to hold office for the initial term of three consecutive years commencing from April 01, 2024 to March 31, 2027.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such officer(s) as may be authorized by the Board /Committee be and is hereby authorized to sign and execute all the requisite documents and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution.”

2. TO APPOINT MR. RAKESH KUMAR SRIVASTAVA (DIN: 08896124) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Members be and is hereby accorded to appoint **Mr. Rakesh Kumar Srivastava (DIN: 08896124)**, who has given his consent and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, to hold office for the initial term of three consecutive years commencing from April 01, 2024 to March 31, 2027.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such officer(s) as may be authorized by the Board /Committee be and is hereby authorized to sign and execute all the requisite documents

and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution.”

**By order of the Board
For Optiemus Infracom Limited**

**Date: February 23, 2024
Place: Noida (U.P.)**

**Sd/-
Vikas Chandra
Company Secretary & Compliance Officer**

NOTES:

1. In respect of Item No. 1 to 2, a statement giving additional information on the Directors seeking appointment is annexed hereto as **Annexure-1** as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") stating all material facts and the reasons in respect of the abovementioned businesses under Item 1 and 2 is annexed hereto.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on cut-off date i.e. February 23, 2024. Members may note that the Notice will also be available on the Company's website at www.optiemus.com under Investor Relations Section, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on cut-off date.
5. 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 skbatrapcs@gmail.com and info@optiemus.com or directly upload the same on e-voting portal while e-voting.
6. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from **February 26, 2024 to March 28, 2024** basis the request being sent on info@optiemus.com mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
7. The last date specified by the Company for remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him in writing, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolution, if passed by requisite majority shall be deemed to have been passed on 28th March, 2024, being the last date specified by the Company for e-voting.
10. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.optiemus.com and on the website of CDSL at www.cdslindia.com immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges (NSE and BSE) where the shares of Company are listed.
11. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company Secretary at info@optiemus.com / cs.vikas@optiemus.com.
12. **In case of members who have not registered their email address:**

In terms of the MCA Circulars, the Postal Ballot Notice is being sent by the Company in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

- a. For Physical shareholders- Please provide necessary details like 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 e-mail to the RTA at its e-mail id beetal@beetalfinancial.com and beetalrta@gmail.com.
- b. For Demat shareholders – Please contact your Depository Participant (DP) and register your email ID details in your demat account, as per the process advised by your DP.

13. Instructions for voting through electronic means are as under:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Company has provided the facility of remote e-voting to all shareholders, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its shareholders.

The voting period will commence on **Wednesday, February 28, 2024 at 9:00 A.M. (IST) and ends on Thursday, March 28, 2024 at 5:00 P.M. (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) i.e. February 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) 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 e-mail ID in their demat accounts in order to access e-Voting facility.

Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 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 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 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>1) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal</p>

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name 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 Depository i.e. CDSL and NSDL

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 toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (l) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Optiemus Infracom Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xix) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - i) 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.
 - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii) 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.
 - iv) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (xx) If you have any queries or issues regarding e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free Number: 1800225533 or contact at 022- 23058738, 022-23058543/42.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently, the Board of the Company comprises of 7 Directors i.e. 1 Executive Director, 1 Non-Executive Non-Independent Director and 5 Independent Directors. The term of Mr. Gautam Kanjilal, Mr. Tejendra Pal Singh Josen and Mr. Charan Singh Gupta, Independent Directors of the Company, comes to an end on 31.03.2024 on completion of 2 consecutive terms of 5 years each. Therefore, in compliance with the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 23rd February, 2024, appointed Mr. Gauri Shankar as an Independent Director for a term of consecutive three years effective from 1st April, 2024, subject to the approval of the shareholders.

The Company has received consent in writing from Mr. Gauri Shankar to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Act to act as Director. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed u/s 149(6) of the Act and the Listing Regulations.

In the opinion of the Board, Mr. Gauri Shankar is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company and he is not debarred from holding the office of director by virtue of any SEBI order or any such authority.

Considering his impeccable background particular in Banking and Finance, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution.

Draft letter of appointment of Mr. Gauri Shankar setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode.

Brief Profile and Additional information in respect of Mr. Gauri Shankar pursuant to Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided in **Annexure-I** to this Notice.

Except Mr. Gauri Shankar, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of this Notice.

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

ITEM NO. 2

In compliance with the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 23rd February, 2024, appointed Mr. Rakesh

Kumar Srivastava as an Independent Director for a term of consecutive three years effective from 1st April, 2024, subject to the approval of the shareholders.

The Company has received consent in writing from Mr. Rakesh Kumar Srivastava to act as Director in Form DIR-2 and an intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Act to act as Director. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed u/s 149(6) of the Act and the Listing Regulations.

In the opinion of the Board, Mr. Rakesh Kumar Srivastava is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company and he is not debarred from holding the office of director by virtue of any SEBI order or any such authority.

Considering his impeccable credentials, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Independent Director for the approval of the members of the Company by a special resolution.

Draft letter of appointment of Mr. Rakesh Kumar Srivastava setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode.

Brief Profile and Additional information in respect of Mr. Rakesh Kumar Srivastava pursuant to Regulation 36 of Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided in **Annexure-I** to this Notice.

Except Mr. Rakesh Kumar Srivastava, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of this Notice.

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

ANNEXURE TO ITEM NO. 1 AND 2 OF THE NOTICE**Profile of Directors seeking appointment through Postal Ballot process**

(In pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2))

Name of Director	Mr. Gauri Shankar	Mr. Rakesh Kumar Srivastava
DIN	06764026	08896124
Date of Birth	25.03.1956	01.07.1963
Nationality	Indian	Indian
Qualification and Experience (including expertise in specific functional area)/ Brief resume	<p>Mr. Gauri Shankar is a science graduate from Delhi University in 1976. He has completed his CAIIB-I from the Indian Institute of Bankers in July, 1980. He has an experience of more than 47 years in the field of Finance and Banking which includes more than 14 years of managerial experience in senior positions. He has been worked as an Executive Director of Punjab National Bank for a period of more than 2.5 years and has also took an additional charge of MD & CEO for approx. 6 months at PNB Bank. He has been Nominee director in various renowned companies</p> <p>Mr. Gauri Shankar is presently a member of Settlement Advisory Committee of IFCI (a Government of India Finance Company), Infomercs Valuation & Rating Pvt. Ltd. (Credit Rating Company) and External Professional (Expert) Risk Management Advisory Committee. He is also an Independent Director in various listed companies.</p>	<p>Mr. Rakesh Kumar Srivastava is a Fellow Member of the Institute of Companies Secretaries of India, Post Graduate in Commerce, Bachelors in Law, Active Member of ASSOCHAM , Merchant chamber of UP, Former Chairman of NIRC, Former Chairman of Kanpur Chapter of ICSI, Ex- Director of Metropolitan Clearing Corporation of India Limited, having experience of more than three decades and worked as Company Secretary in various organizations and thereafter, established a company in the name & style of “Rana Corporate Advisors Private Limited” for providing Corporate Strategic Advisory Services, Secretarial Audit, Due Diligence, Corporate Governance Compliance Audit, Corporate Restructuring advisory services for Merger, Amalgamation, Takeover, Scrutinizer for E-voting, Postal Ballot Process, Internal Audit, India Entry Services, Intellectual Property Right, Compliance Advisory, Arbitration Services, Appearance before various regulatory authorities viz., Ministry of Corporate Affairs (MCA), National Company Law Tribunal (NCLT), Securities & Exchange Board of India (SEBI), Stock Exchanges, National and other Consumer Forums, Trade Mark, Patent, Copyright Registry & other Quasi-Judicial Authorities for various Corporate Houses and Public Sector Undertakings.</p> <p>Presently, Mr. Rakesh Kumar Srivastava is Managing Director of Rana Corporate Advisors Private Limited and Independent Director of Metropolitan Stock Exchange of India Limited, Mumbai.</p>

Date of first appointment on the Board	1 st April, 2024	1 st April, 2024
Terms and conditions of appointment	As mentioned in the resolution set out at Item No.1 of the Notice	As mentioned in the resolution set out at Item No.2 of the Notice
Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive Directors)	Nil	Nil
Shareholding in the Company as on date	Nil	Nil
Name of listed entities in which the person also holds the Directorship	1. Paisalo Digital Limited 2. PNC Infratech Limited	None
Name of listed entities in which the person also holds membership of Committees of the Board	1. Paisalo Digital Limited a) Audit Committee – Chairman b) Risk Management Committee- Chairman 2. PNC Infratech Limited a) Audit Committee – Member b) Risk Management Committee- Member c) Nomination and Remuneration Committee- Chairman	-
Name of listed entities from which the person has resigned in the past three years	-	-
Inter-se relationships between Directors	No relationship exist with any other Directors/ KMP	No relationship exist with any other Directors/ KMP
No. of Board Meetings attended during the Financial year 2023-24	Not Applicable	Not Applicable