



**NILE  
LIMITED**

**An ISO 9001 Company**

**CIN : L27029AP1984PLC004719**

PLOT NO. 24 A/A, MLA COLONY, ROAD NO. 12, BANJARA HILLS,  
HYDERABAD - 500 034, INDIA Phone : +91 40 23606641  
E-mail : ho@nilelimited.com website : www.nilelimited.com

To,  
The Corporate Relations Department  
BSE Limited  
PJ, Towers, Dalal Street, Fort  
Mumbai -400001

20<sup>th</sup> February 2024

Dear Sir/Madam,

**Subject: Notice of Postal Ballot**

**Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E-Voting, together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of a special resolution through the Postal Ballot process for Appointment of Sri Kadirir Ramachandra Reddy (DIN: 00042172), as an Independent Director of the Company and Approval of the Related Party Contracts/ Arrangements/Transactions of the Company.

The aforementioned Notice is being sent by electronic mode today i.e., February 20<sup>th</sup>, 2024, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., XL Softech Systems Limited and whose names appear in the Register of Members as on Friday, February 16, 2024.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz., [www.nilelimited.com](http://www.nilelimited.com).

The remote e-voting will commence on Thursday, February 22, 2024 at 9.00 A.M. IST and end on Friday, March 22, 2024 at 5.00 P.M. IST, and the result thereof will be declared on or before Sunday, March 24, 2024.

This is for your information and records.

Thank you,  
For Nile Limited

*Rajani K*

Rajani K  
Company Secretary  
FCS-8026  
Encl. as above





# NILE LIMITED

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HYDERABAD - 500 034, INDIA Phone : +91 40 23606641  
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## NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Thursday, 22 <sup>nd</sup> February 2024, at 9:00 a.m. (IST)	Friday, 22 <sup>nd</sup> March, 2024, at 5:00 p.m. (IST)

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, 2023, (('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 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 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), and SEBI Circular dated January 05, 2023 and October 07, 2023 for seeking approval of the shareholders of Nile Limited (the "Company") to the proposed resolution(s) appended below by way of postal ballot (through remote e-voting only).

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

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Nile Limited ('the Company') XL Softech Systems Limited, Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. 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 the 'Notes' section to this Notice.



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 a 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 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 <https://www.nilelimited.com/investors/postal-ballot>, BSE Limited at [www.bseindia.com](http://www.bseindia.com), on which the equity shares of the Company are listed, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members desirous of exercising 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 **Friday, 22<sup>nd</sup> March, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

#### **SPECIAL BUSINESS:**

##### **Item No. 1: Appointment of Sri Kadiri Ramachandra Reddy (DIN: 00042172) as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV of the Act and pursuant to Regulation 16(1)(b) and Regulation 25(2A) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Sri Kadiri Ramachandra Reddy (DIN: 00042172), as an Independent Director with effect from March, 22, 2024 and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation for a term of Five (5) consecutive years (second term) commencing from March, 22, 2024 up till March, 21, 2029 (both days inclusive);

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Sri Kadiri Ramachandra Reddy shall be entitled to receive the remuneration/



fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to settle any doubt or question arising with regards to the aforesaid appointment and to do all such act(s), deed(s), matter(s) & thing(s) and take all steps as be necessary, proper or expedient to give effect to this resolution."

**Item No. 2: Approve the Related Party Contracts/ Arrangements/Transactions of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made there under including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and pursuant to the Policy of the Company on Related Party Transactions, approval of the members be and is hereby accorded, for entering into transactions, including Material Related Party Transactions, in the ordinary course of business at arms' length price, whether by means of contracts/ arrangements or otherwise, from time to time, with the related parties, provided such transactions, in the opinion of the Board of Directors of the Company with those related parties are in the ordinary course of business and at arm's length price.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize".

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.



2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA, as on Friday, 16<sup>th</sup> February, 2024 ('Cut-Off Date') or who may register their e-mail address in accordance with the process outlined in this Notice. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 16<sup>th</sup> February, 2024.

3. Only those Members whose names are appearing in the Register of Members as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that, all Members of the Company as on 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 in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. 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 a 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 below.

5. The remote e-voting shall commence on Thursday, 22<sup>nd</sup> February 2024, at 9:00 a.m. (IST) and shall end on Friday, 22<sup>nd</sup> March, 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 voting thereafter.

6. The Board of Directors has appointed Mr. Mohan Rao V (Membership No. FCS 6967, CP No. 5559), Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

7. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Sunday, 24<sup>th</sup> March, 2024. The Scrutinizer's decision on the validity of the votes cast will be final.

8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nilelimited.com](http://www.nilelimited.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchange 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.

9. 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., Friday, 22<sup>nd</sup> March, 2024.



10. Members may download the Notice from the website of the Company at <https://www.nilelimited.com/shareholders-meeting.html> , BSE Limited at [www.bseindia.com](http://www.bseindia.com) on which the equity shares of the Company are listed, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [rajani@nilelimited.com](mailto:rajani@nilelimited.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID during the voting period of the postal ballot.

13. Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, please visit <https://www.nilelimited.com/shareholders-information.html>, download Form for KYC document updation and submit. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in the future.

#### **14. Process to cast votes through remote e-Voting:**

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 Members 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 members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Individual members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. Existing IDeAS 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful



	<p>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 e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. 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 "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>.</p> <p>3. 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 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> <p>4. Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Members 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 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 use your existing my easi username &amp; password.</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 are 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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on <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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (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. 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.

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

Login type	Helpdesk details
Individual Members holding securities in	Members facing any technical issue in login can contact NSDL



demat mode with NSDL	helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 -4886 7000 and 022 - 2499 7000.
Individual Members holding securities in demat mode with CDSL	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 22 55 33

**B. Login Method for members other than Individual members holding securities in demat mode and members 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 followed by Folio Number registered with the company  For example, for Members holding Ordinary Shares, if folio number is 001*** and EVEN is



127041 then user ID is 127041001***. For Members holding 'A' Ordinary Shares, if folio number is 001*** and EVEN is 127042 then user ID is 127042001***
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5. Password details for members other than Individual members 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. 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 the steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your User Details/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.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 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 their 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 members**

1. Institutional members (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 [vmohancs@gmail.com](mailto:vmohancs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) Institutional Members (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 Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager- NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**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:**

1. 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 [rajani@nilelimited.com](mailto:rajani@nilelimited.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 [rajani@nilelimited.com](mailto:rajani@nilelimited.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 for Individual shareholders holding securities in demat mode.**
3. 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.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board  
For Nile Limited

Sd/-  
Rajani K

Company Secretary  
FCS-8026

Place: Hyderabad  
Date: 13<sup>th</sup> February, 2024



**EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**Item No: 1 Appointment of Sri Kadiri Ramachandra Reddy (DIN: 00042172) as an Independent Director.**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("N&RC") appointed **Sri Kadiri Ramachandra Reddy (DIN: 00042172)**, as an Independent Director of the Company, with effect from 22<sup>nd</sup> March, 2024 under Section 149, and 150, of the Companies Act, 2013 ("the Act") and pursuant to the Articles of Association of the Company.

The Company has received a declaration of Independence from **Sri Kadiri Ramachandra Reddy**. In the opinion of the Board, **Sri Kadiri Ramachandra Reddy** is independent of the Management of the Company and fulfills the conditions as prescribed in Section 149(6) and Schedule IV of the Act and the SEBI Listing Regulations for being eligible for his appointment and he is not disqualified from being appointed as an Independent Director.

The N&RC has identified leadership capabilities, industry acumen, expertise in governance, finance, business & risk management, and strategy as the skills and expertise required for this role. The Board noted that **Sri Kadiri Ramachandra Reddy's** skills, background, and experience are aligned to the role and considering that N&RC and the Board is of the opinion that his association would be of immense benefit to the Company, and it is desirable to avail services of **Sri Kadiri Ramachandra Reddy** as an Independent Director.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for the appointment of **Sri Kadiri Ramachandra Reddy** as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years (second term) from 22<sup>nd</sup> March, 2024 to 21<sup>st</sup> March, 2029, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot notice for the approval of the members.

**Sri Kadiri Ramachandra Reddy** is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share in the Company.

The profile of **Sri Kadiri Ramachandra Reddy** and the disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS- 2") is provided at Annexure A of this Notice.



A copy of the draft letter for the appointment of **Sri Kadiri Ramachandra Reddy** as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to **Friday, 22<sup>nd</sup> March, 2024**.

None of the Directors or Key Managerial Personnel or their relatives, except **Sri Kadiri Ramachandra Reddy**, are in any way concerned or interested in the proposed resolution as set out in the Notice.

**Item No.2. Approve the Related Party Contracts/ Arrangements/Transactions of the Company:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and as per Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 prior approval of the shareholders by way of an Ordinary Resolution must be obtained. All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 transactions detailed in the resolution are material in nature and require the approval of the unrelated shareholders of the Company by an Ordinary resolution.

The particulars of contract/ arrangements / transactions with related parties are as under:

Name of the Company	Nile Limited
Name of the Related Party	Salori E-Commerce Private Limited
Name of the Director/KMP who is related	Sandeep Vuyyuru Ramesh
Nature of relationship	Member
Maximum value of the Transactions per Annum	20 crores
Nature and material terms or particulars of the contract or arrangement	Sale, purchase or supply of any goods or materials or availing or rendering of any services.



## ANNEXURE – A

### Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Kadiri Ramachandra Reddy
Director Identification Number ("DIN")	0042172
Category	Non-Executive, Independent Director
Date of Birth	04-01-1949
Age	75
Nationality	Indian
First 5 consecutive years term of the Independent Director	10.11.2018 to 09.11.2023
Date of proposed Appointment on the Board	22.03.2024
Relationship with Directors and KMPs inter-se	There is no relationship with other Directors and KMPs on the Board.
Brief Profile and Experience	<p>He has over 40 years of experience in Silicon Valley in the areas of design, manufacturing, and marketing of various integrated circuits (ICs). He has successfully started several semiconductor design companies and sold them to larger companies in the last 30 years.</p> <p>His ventures included Lotus Designs Corp., Silicon Logic and Startech Semiconductor, all of which were based in Silicon Valley. Prior to starting his first Company in 1982, he worked as a Section Manager at American Microsystems in Santa Clara, California. He was responsible for designing the world's first DSP chip. He has extensive experience in sub-contracting manufacturing needs of semiconductors and marketing these products worldwide. His customer list included major PC manufacturers such as Compaq Computers and communication technology companies such as Nokia Systems out of Finland.</p>



	<p>He founded, and is on the Board of, MosChip Semiconductor in Hyderabad in 1999 to be the first Fabless Semiconductor Company in India designing, manufacturing and marketing standard products worldwide.</p>
Qualification	<p>He is a graduate of Electrical Engineering from IIT, Madras, and holds an M.S.E.E. degree from the University of Wisconsin, Madison, Wisconsin</p>
Terms and Conditions of Appointment or re-appointment along with remuneration	<ul style="list-style-type: none"> <li>- To be appointed as Non-Executive Independent Director</li> <li>- Not liable to retire by rotation</li> <li>- Term of appointment – 5 years from 22<sup>nd</sup> March, 2024 to 21<sup>st</sup> March, 2029</li> <li>- Other terms and conditions - Available on the website of the Company i.e., <a href="http://www.nilelimited.com">www.nilelimited.com</a> and open for inspection at the registered office of the Company on all working days, during business hours up to results of Postal Ballot</li> </ul>
Remuneration sought to be paid	<p>Sitting fees of Rs. 50,000/- per Board meeting &amp; Rs. 15,000/- per Committee Meeting.</p>
Remuneration Last Drawn	<p>Sitting fees of Rs. 20,000/- per Board meeting &amp; Rs. 10,000/- per Committee Meeting.</p>
Membership of Committees of Nile Limited	<p>Audit Committee- from 10.07.2020 to 09.11.2023. Nomination and Remuneration Committee- from 10.07.2020 to 09.11.2023.</p>
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<p>Nil</p>
Listed entities from which resigned in the past three years	<p>Nil</p>



Membership/ Chairmanship of Committees across other Public Companies	Nil
Number of shares held in the Company (directly or as a beneficial owner)	Nil
Number of Meetings of the Board attended during the year	4