



January 22, 2024

To
BSE Limited
1st Floor, New Trading Ring,
Rotunda Bldg, P. J. Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code: 535621

Dear Sir/Madam,

Sub: Postal Ballot Notice under Section 110 of the Companies Act, 2013 to Members - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, please find enclosed herewith the Postal Ballot Notice dated January 22, 2024, seeking approval from the Members of the Company by way of Special Resolutions in respect of the following items of businesses:

Sr.no.	Description of resolution
1.	Re-appointment of Shri. Natarajan Bala Baskar as an Independent Director
2.	Appointment of Shri. Sinnasamy Krishnasamy Bhaskaran as an Independent Director

The remote e-voting will commence on Thursday, January 25, 2024, at 9:00 A.M (IST) and closes on Friday, February 23, 2024 at 5.00 P.M (IST) and members will not be allowed to vote thereafter.

Kindly take the above information on records.

Thanking You,

Yours faithfully,

For **S V GLOBAL MILL LIMITED**

D Krishnamoorthy
Company Secretary and Compliance Officer
Encl: a/a



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from to time)

VOTING START DATE	VOTING END DATE
Thursday, January 25, 2024, at 9:00 A.M (IST)	Friday, February 23, 2024 at 5.00 P.M (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (referred to as 'Rules'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI Listing Regulations') 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 latest General Circular No. 09/2023 dated September 25, 2023("MCA Circular") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the special business as set out hereunder for approval by the members of S V Global Mill Limited ("Company") by way of special resolutions by means of postal ballot, only by remote e-voting process ("e-voting").

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to 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 aforesaid MCA Circular, this Notice is being sent only through email to all the members whose email addresses are registered with Depositories and Registrar and Transfer Agent. Accordingly, the members are required to communicate their assent or dissent through only the remote e-voting facility. The details of the procedure to cast the vote forms part of the notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 110 and 108 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 with services of Central Depositories and Service Limited ("CDSL") as the agency to provide the e-voting facility. The instructions for remote e-voting are appended to this Notice. The Notice will also be available on the website of the Company at <https://www.svgml.com>.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF SHRI. NATARAJAN BALA BASKAR AS AN INDEPENDENT DIRECTOR:

To approve the re-appointment of Shri. Natarajan Bala Baskar as an Independent Director of the Company based on the recommendation of Board of Directors and Nomination and Remuneration Committee.

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Regulation 17, 17A, 16(1)(b) and any other applicable regulations Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder ,for the time being in force, in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors, Shri. Natarajan Bala Baskar (DIN: 00469656), who was appointed as an Independent Director and is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five (5) years with effect from February 06, 2024 to February 05, 2029.”

“RESOLVED FURTHER THAT any of the Board of Directors (which includes any Committee of the Board) and the Company Secretary of the Company be and are hereby jointly and severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

2. APPOINTMENT OF SHRI. SINNASAMY KRISHNASAMY BHASKARAN AS AN INDEPENDENT DIRECTOR:

To approve the appointment of Shri. Sinnasamy Krishnasamy Bhaskaran as an Independent Director of the Company based on the recommendation of Board of Directors and Nomination and Remuneration Committee.

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act and Regulation 17, 17A, 16(1)(b) Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors, Shri. Sinnasamy Krishnasamy Bhaskaran (DIN: 03273146), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd January, 2024, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five (5) years with effect from January 22, 2024 to January 21, 2029.”

“RESOLVED FURTHER THAT any of the Board of Directors (which includes any Committee of the Board) and the Company Secretary of the Company be and are hereby jointly and severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By Order of the Board of Directors

For **S V Global Mill Limited**

Sd/-

E Shanmugam

Chairman and Managing Director

January 22, 2024

Registered Office: New No 5/1 (Old No. 3/1), 6th Cross Street, CIT Colony,
Mylapore, Chennai 600004.

CIN: L17100TN2007PLC065226 Ph: +91 44 2499 7751/ 52/ 53;

Email: Corporate@ethirajgroup.com

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act read with the relevant Rules made there under, setting out the material facts relating to the aforesaid resolutions and additional information as required under SEBI Listing Regulations with is annexed hereto and forms part of this Notice.
2. In accordance with the MCA circulars, the Notice is being sent only in electronic form to members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (together called "Depositories) and RTA as on Friday, January 12, 2024 ("cut-off date") and who have registered their e-mail addresses with the Company/RTA /Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Member(s) whose names appear on the register of members/list of beneficial owners as on the cut-off date will be considered for e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. Pursuant to the provisions of Sections 108 and 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 as part of this Notice.
5. The remote e-voting shall commence on Thursday, January 25, 2024, at 9:00 A.M (IST) and concludes on Friday, February 23, 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 e-voting will not be allowed beyond the aforesaid date and time. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.
6. The Company will issue necessary advertisements in the newspaper having all India circulation in English language and in one daily newspaper published in the regional language where the registered office of the Company is situated.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
8. Notice of Postal Ballot has been uploaded on the website of the Company at www.svgml.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and also disseminated on the website of CDSL (agency for providing the remote e-Voting facility) i.e., www.evotingindia.com.
9. The Company has appointed M/s. M K Madhavan & Associates, Practicing Company Secretaries, Chennai to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
10. The scrutinizer shall, immediately after the conclusion of Voting period, unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

11. The results declared along with the scrutinizer’s report will be placed on the Company’s website www.svgml.com and on the web-site of CDSL at the earliest possible after the result is declared by the Chairman/Authorized person and the results will also be communicated to the Stock Exchange at www.bseindia.com where the shares of the Company are listed.
12. The resolutions in the Notice, if approved shall be deemed to be passed on the last date of e-voting period i.e., Friday, February 23, 2024.
13. Members who have not registered their e-mail addresses are requested to register the same with the Company’s RTA / Depository Participant(s) (“DP”) for sending future communication(s) in electronic form.
14. **Process to cast votes through remote e-voting:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

14.1. Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System MyEasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-

	<p>Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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 or joining virtual meeting & voting during the meeting. 2) 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 the following link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.</p>
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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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

14.2. Login method for shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA, if not, contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) Click on the EVSN for S V Global Mill Limited on which you choose to vote.
- 10) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 12) 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.
- 13) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 14) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 15) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

14.3. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs.madhavanmk@gmail.com and to the Company at the email address viz secretarial@svgml.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS:

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares/ in physical form can submit their PAN details to the Company’s Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.

2. M/s. Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai – 600 002. Phone: 044 – 2846 0390 to 2846 0395 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, Members may send requests or correspond through their respective Depository Participants.
3. Members are requested to register / update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.
4. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.

EXPLANATORY STATEMENT**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****ITEM NO. 1: RE-APPOINTMENT OF SHRI. NATARAJAN BALA BASKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board would like to inform you that Shri. Natarajan Bala Baskar (DIN: 00469656) was appointed as an Independent Director of the Company w.e.f February 06, 2019. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Shri. Natarajan Bala Baskar, during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board, his reappointment for the second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Shri. Natarajan Bala Baskar possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

The Board in its meeting held on 22.01.2024 and based on the recommendations of NRC, the Board recommended the reappointment of Shri. Natarajan Bala Baskar, not liable to retire by rotation, for a second term of 5 (five) years effective from February 06, 2024 to February 05, 2029 (both days inclusive).

In the opinion of the Board, Shri. Natarajan Bala Baskar fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 17, 17A and 16(1)(b) of the SEBI(LODR) Regulations, 2015, for his appointment as an Independent Director of the Company. Shri. Natarajan Bala Baskar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

The Board hereby inform that, the age of Shri. Natarajan Bala Baskar will cross 75 yrs during the upcoming tenure, the appointment is solely based on the performance of the Director during his tenure as evaluated and recommended by the Nomination and Remuneration Committee. Hence, the appointment is being passed as Special Resolution to comply with regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Shri. Natarajan Bala Baskar, are concerned or interested, financially or otherwise, in the resolution set out at Item No.1.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Details pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is specified herein below.

Name of the Director	Shri. Natarajan Bala Baskar	
DIN	00469656	
Date of Birth (Age in years)	16-08-1949 (74 Yrs.)	
Nationality	Indian	
Date of first appointment	06-02-2019	
Qualifications	MSc-Chem and MS-Finance	
Experience and expertise in specific functional area	Sri. Natarajan Bala Baskar, has retired from the Indian Administrative Service, is person of integrity; possess relevant expertise and vast experience in the field of Administration and Decision making. The guidance which the company received from him, in the past has been notable and supportive in dealing with complex matters. Accordingly, his association as Non-Executive Independent Director will be beneficial and in the best interest of the company.	
Terms and conditions of reappointment	The Independent Director will hold the office for 5 consecutive years from 06 th February, 2024 to 05 th February, 2029 with the applicable sitting fee.	
Remuneration	Current Sitting Fee (in INR)	
	Type	Fee in INR
	Board Meeting	5,000/-
Proposed Remuneration	As above	
Shareholding in the Company as on 31st March, 2023	Nil	
Relationship with other Directors / Manager / KMPs	NA	
Number of Meetings of Board attended during the year	Attended all the 3 Board meetings held during the financial year 2023-24.	
Directorships held in other companies in India	1. KMC Speciality Hospitals (India) Limited 2. Cash Inn India Private Limited 3. Sri Kauvery Medical Care (India) Limited	
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Membership: KMC Speciality Hospitals India Ltd: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee	
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil	

ITEM NO. 2: APPOINTMENT OF SHRI. SINNASAMY KRISHNASAMY BHASKARAN AS AN INDEPENDENT DIRECTOR:

As a process of augmenting the Board profile of our Company, the Board of Directors had appointed Shri. Sinnasamy Krishnasamy Bhaskaran (DIN: 03273146) as an Additional Director in the category of an Independent Director on the Board of the Company with effect from January 22, 2024 subject to approval of the members of the Company. In terms of Section 160 of the Act, the Nomination and Remuneration Committee (“NRC”) and the Board have recommended the appointment of Shri. Sinnasamy Krishnasamy Bhaskaran as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act.

Shri. Sinnasamy Krishnasamy Bhaskaran has confirmed his eligibility and has given his consent to be appointed as Independent Director of the Company as provided in Section 149(6) of the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended.

Shri. Sinnasamy Krishnasamy Bhaskaran will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board / Committee meetings and such remuneration as may be approved by the Board of Directors on the recommendation of NRC within the limits prescribed under Companies Act, 2013.

In view of his diversified and vast experience, it is proposed that Shri. Sinnasamy Krishnasamy Bhaskaran, be appointed as Independent Director of the Company. Accordingly, the Board of Directors recommends the special resolution set out in Item No. 2 of the Notice for approval by the members. In the opinion of the Board, Shri. Sinnasamy Krishnasamy Bhaskaran fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and the Listing Regulations for appointment as Independent Director of the Company and is independent of the management of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Shri. Sinnasamy Krishnasamy Bhaskaran, are concerned or interested, financially or otherwise, in the resolution set out at Item No.2.

The Board of Directors recommends passing of the special resolution as set out at Item No. 2 of this Notice.

Details pursuant to the provisions of (i) regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is specified herein below.

Name of the Director	Shri. Sinnasamy Krishnasamy Bhaskaran
DIN	03273146
Date of Birth (Age in years)	23-10-1968 (55 Yrs.)
Nationality	Indian
Qualifications	Bachelor of Commerce
Experience and expertise in specific functional area	Installing and promoting Dairy Plant and its products
Terms and conditions of reappointment	The Independent Director will hold the office for 5 consecutive years from 22 nd January, 2024 to 21 st January, 2029 and the sitting fee will be as may be

	agreed between the Independent Director and the Board of Directors.
Remuneration Last Drawn	NA
Proposed Remuneration	Sitting Fees as approved by the Board of Directors
Shareholding in the Company as on 31st March, 2023	Nil
Relationship with other Directors / Manager / KMPs	NA
Number of Meetings of Board attended during the year	NA
Directorships held in other companies in India	Nil
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NA
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil