

KALYANI STEELS

C.I.N. : L27104MH1973PLC016350

KSL:SEC:

February 14, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai – 400 001

Scrip Code : 500235

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Symbol : KSL

Dear Sir / Madam,

Sub. : Notice of Postal Ballot

Ref. : Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is with reference to our letter dated February 5, 2024, intimating thereby the appointment of Mr.Sanjeev G. Joglekar, as an Additional Independent Director of the Company, by the Board of Directors.

In terms of Regulation 30 of the Listing Regulations, please find enclosed herewith **Notice of Postal Ballot (“Notice”)** dated February 5, 2024, to seek approval of the members by way of Special Resolution for the said appointment.

In terms of the provisions of General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and SEBI Circular No.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“**SEBI Circular**”), the Notice is being sent to members, only in electronic form, whose e-mail addresses are registered with the Company / RTA / Depository Participants, as on Friday, February 9, 2024 (“**Cut-off Date**”).

The Company has engaged the services of National Securities Depository Limited (NSDL), for the purpose of providing e-Voting facility to members and e-Voting facility will be available during the following period :

Commencement of e-Voting : **Friday, February 16, 2024 at 9.00 a.m. (I.S.T.)**

End of e-Voting : **Saturday, March 16, 2024 at 5.00 p.m. (I.S.T.)**



KALYANI
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE - 411 036
Phone : +91 20 6621 5000 E-mail : investor@kalyanisteels.com Website : www.kalyanisteels.com

KALYANI STEELS

C.I.N. : L27104MH1973PLC016350

The Notice will also be available on the Company's website at www.kalyanisteels.com and also on the website of NSDL at www.evoting.nsdl.com

Kindly take the Notice of Postal Ballot on record.

Thanking you,

Yours faithfully,
For Kalyani Steels Limited

Mrs.D.R. Puranik
Company Secretary

Encl : as above



KALYANI
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE - 411 036
Phone : +91 20 6621 5000 E-mail : investor@kalyanisteels.com Website : www.kalyanisteels.com

KALYANI STEELS LIMITED

CIN : L27104MH1973PLC016350

Registered Office : Mundhwa, Pune 411 036

Phone No. : 020 - 6621 5000, Fax No. : 020 - 2682 1124

Website : www.kalyanisteels.com, E-mail : investor@kalyanisteels.com



KALYANI

NOTICE OF POSTAL BALLOT TO THE MEMBERS OF KALYANI STEELS LIMITED Pursuant to Sections 108 and 110 of the Companies Act, 2013

read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the Rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) and other applicable provisions, if any, of the Listing Regulations, for the time being in force read along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (**"SEBI Circulars"**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), that the resolution set-out hereinafter is proposed to be passed by way of Postal Ballot by voting through electronic means only (**"e-Voting"**).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof, is annexed to this Notice of Postal Ballot (**"Notice"**), for your consideration.

Pursuant to Rule 22(5) of the Rules, Mr.Sridhar Mudaliar (Membership No. FCS 6156 COP 2664), or failing him, Mrs.Meenakshi Deshmukh (Membership No. FCS 7364 COP 7893), Partners of M/s. SVD & Associates, Company Secretaries, Pune have been appointed as the 'Scrutinizer', to scrutinize the e-Voting process in a fair and transparent manner.

The e-Voting period commences from 9.00 a.m. (IST) on Friday, February 16, 2024 and ends at 5.00 p.m. (IST) on Saturday, March 16, 2024. Members are requested to peruse the proposed resolution along with the explanatory statement, read the instructions carefully in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 5:00 p.m. (IST) on Saturday, March 16, 2024 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-Voting, the Scrutinizer will submit a report to the Chairman or the person duly authorized by the Chairman in this regard, who shall countersign the same. The result of e-Voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed, within a period of 2 (Two) working days from the conclusion of the e-Voting. The results would also be uploaded on the website of the Company at www.kalyanisteels.com and also on the website of the National Securities Depository Limited at www.evoting.nsdl.com

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, March 16, 2024 i.e. the last date specified for e-Voting.

PROPOSED RESOLUTION

1. Appointment of Mr.Sanjeev G. Joglekar (DIN 00073826) 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Sanjeev G. Joglekar (DIN 00073826 and IDDB Registration No. IDDB-DI-202002-012695), who was appointed by the Board of Directors as an Additional Independent Director based on the recommendation of Nomination and Remuneration Committee and who meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a Term of 5 (Five) consecutive years with effect from February 5, 2024 to February 4, 2029."

By Order of the Board of Directors
For Kalyani Steels Limited

Pune
February 5, 2024

Mrs.Deepti R. Puranik
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the proposed special resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, February 9, 2024 (“Cut-off Date”)**, as received from Link Intime India Private Limited, Registrar and Transfer Agent (RTA), National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) (collectively referred to as ‘Depositories’). In compliance with the applicable MCA and SEBI Circulars, the Notice is being sent to members, only in electronic form to their e-mail addresses registered with RTA (in case of physical shareholding) / Depository Participants (in case of electronic shareholding). Physical copies of the Notice are not being sent to the members.
3. The Notice is also available on the website of the Company at www.kalyanisteels.com, on the website of 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 NSDL at www.evoting.nsdl.com
4. In compliance with provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is pleased to provide members, holding shares as on February 9, 2024, being the Cut-off date, facility to exercise their right to vote on Postal Ballot by electronic means by using the electronic voting system provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
5. Facility to exercise vote on Postal Ballot by voting through electronic means will be available during the following period :
 - a) **Commencement of e-Voting** **Friday, February 16, 2024 at 9.00 a.m. (I.S.T.)**
 - b) **End of e-Voting** **Saturday, March 16, 2024 at 5.00 p.m. (I.S.T.)**
6. A member cannot exercise his / her vote through proxy on Postal Ballot. However, Corporate and Institutional members shall be entitled to vote through their authorized representatives. Corporate and Institutional members are requested to provide a proof of authorization (board resolution / authority letter / power of attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to cs@svdandassociates.com with a copy marked to evoting@kalyanisteels.com.
7. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), information including brief Profile / Resume of Director proposed to be appointed, his expertise in specific functional areas, relationships between directors inter-se, names of listed companies in which he holds Directorship and Membership / Chairmanship of Board Committees, his shareholding in the Company etc. are provided in Annexure – A forming part of this Notice.
8. **Instructions for Members for e-Voting on Postal Ballot :**



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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 held 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. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. The 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. 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

	<p>per the information provided by the 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> <ol style="list-style-type: none"> If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
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. 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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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

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

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

- 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.
- 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, your Password / OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen

signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@svdandassociates.com with a copy marked to evoting@kalyanisteels.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders, available at the Download section of www.evoting.nsdl.com or call on 022 4886 7000 and 022 2499 7000 or send a request to Ms.Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose e-mail 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 e-mail to pune@linkintime.co.in with copy marked to evoting@kalyanisteels.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 pune@linkintime.co.in with a copy marked to evoting@kalyanisteels.com. If you are an Individual shareholder 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 / Member may send a request to evoting@nsdl.co.in 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013

The following explanatory statement sets out the material facts relating to Special Business Item, as stated in the accompanying Notice dated February 5, 2024

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on February 5, 2024 have appointed Mr.Sanjeev G. Joglekar (DIN 00073826 and IDDB Registration No. IDDB-DI-202002-012695), as an Additional Independent Director of the Company for a term of 5 (Five) consecutive years i.e. from February 5, 2024 to February 4, 2029, subject to the approval of the Members by way of Special Resolution in terms of Regulation 25(2A) of the Listing Regulations.

In terms of the provisions of Regulation 17 (1C) of the Listing Regulations, the appointment of any person on the Board of the Company shall be approved by the shareholders at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, approval of the members is being sought for the appointment of Mr.Joglekar as an Independent Director of the Company, by way of postal ballot.

The Company has also received a Notice in writing from a member, as per Section 160 of the Companies Act, 2013, proposing the candidature of Mr.Joglekar as an Independent Director of the Company. The Company has also received a declaration in writing from Mr.Joglekar that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. Mr.Joglekar has also given his consent to act as an Independent Director of the Company and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr.Joglekar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the Listing Requirements, for his appointment as an Independent Director of the Company.

Considering the experience and expertise of Mr.Joglekar in the field of Accounts and Finance, the Board considered that it is in the interest of the Company, to have Mr.Joglekar on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director as proposed in Notice for approval of the Members by way of a Special Resolution.

Brief Profile of Mr.Joglekar along with requisite disclosures pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2), along with the skills and capabilities required for the role as Independent Director, is enclosed herewith as **Annexure - A**.

Except Mr.Joglekar, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

Annexure – A
Information pursuant to Regulation 36(3) of the Listing Regulations
and Secretarial Standard on General Meeting (SS-2)

Name of the Director	Mr.Sanjeev G. Joglekar
Director Identification Number & IDDB Number	DIN 00073826 and IDDB Registration No. IDDB-DI-202002-012695
Date of Birth and Age	April 21, 1957 / 66 years
Educational Qualifications	Bachelor of Commerce (B.Com.) and Chartered Accountant
Brief Resume of the Director and experience / expertise details	Mr.Sanjeev G. Joglekar is a qualified Chartered Accountant, with vast experience in Accounts and Finance for more than 40 years. He graduated in Commerce from Pune University in 1977 and qualified as a Chartered Accountant in 1981. During his professional career, Mr.Joglekar worked in the areas of capital raising, working capital / long term fund raising and management. He has dealt with and handled various corporate and legal matters under Direct / Indirect Tax laws, Company Law, FEMA etc. for various corporate / industrial groups. He also has vast experience in the field of mergers and acquisitions, investor relations etc.
Nature of expertise in specific functional areas / skills / capabilities	Capital raising, Working capital / long term fund raising and management, Corporate and legal matters under Direct / Indirect Tax laws, Company Law, FEMA etc.
Date of first appointment on the Board	February 5, 2024
Number of Meetings of the Board attended during the year	Attended Board Meeting held on February 5, 2024
Justification of choosing the appointee as an Independent Director	The Board recommends the appointment of Mr.Joglekar considering his educational background, vast experience and extensive knowledge in the areas of Capital raising, Working capital / long term fund raising and management, Corporate and legal matters under Direct / Indirect Tax laws, Company Law, FEMA etc.
Terms and Conditions of Appointment	Term of 5 (Five) consecutive years with effect from February 5, 2024 to February 4, 2029.
Remuneration last drawn	Not Applicable
Details of remuneration to be given	Mr.Joglekar is entitled to remuneration by way of Sitting Fees for attending the Board and Committee Meetings, along with Commission determined by the Board on the recommendation of Nomination and Remuneration Committee, subject to overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between Directors / Managers / Key Managerial Personnel inter-se	Mr.Joglekar is not related to any other Directors / Managers / Key Managerial Personnel of the Company.
Directorships held in other Listed Companies (including resignation, if any, in other listed companies in the past three years)	Kalyani Investment Company Limited BF Investment Limited
Committee Memberships / Chairmanships held in other Listed companies	Kalyani Investment Company Limited Audit Committee - Member Nomination and Remuneration Committee - Member BF Investment Limited Audit Committee - Member Nomination and Remuneration Committee - Member
Shareholding in the Company as on February 5, 2024	Nil