

**VERTEX SECURITIES LIMITED**

(A Subsidiary of Transwarranty Finance Limited)  
Thottathil Towers, II Floor, Market Road, Ernakulam, Kochi - 682018  
Telephone : 0484 - 2384848  
Fax : 0484 - 2394209  
Website : www.vertexbroking.com  
Email : vsnl@vertexbroking.com

CIN: L67120KL1993PLC007349

Date: 12<sup>th</sup> March, 2024

BSE Limited  
Corporate Relationship Department  
2<sup>nd</sup> Floor, New Trading Wing,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Code: 531950

Dear Sir/ Madam,

**Sub: Intimation of Postal Ballot Notice for**

- a. Approval for Increase in Authorised Share Capital and Consequent amendments to the Capital Clause of Memorandum of Association
- b. Approval for Alteration of Articles of the Company with respect to Changes in Capital Clause

This is to inform that, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for Approval for items mentioned in subject hereinabove.

The notice has been sent to all the Members, whose name appears in the Register of Members/ List of Beneficial Owners as received from Registrar and Transfer agent as on Friday, March 08, 2024. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period will commence from Friday, March 15, 2024 at 09.00A.M. (IST) and will end on April 13, 2024 at 05.00P.M. (IST)

Please take the above information on record.

Yours Faithfully,

**For Vertex Securities Limited****Aniket Malekar**

Company Secretary and Compliance Officer  
Membership No. A62478

STOCK / SHARES / COMMODITY BROKING : DEMAT SERVICES / INVESTMENT CELL

MEMBER : NATIONAL STOCK EXCHANGE, BOMBAY STOCK EXCHANGE, DEPOSITORY PARTICIPANT - NSDL



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## NOTICE OF POSTAL BALLOT

**Pursuant to Section 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 108 and 110 of the Companies Act, 2013 (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 and 11/2022 dated December 28, 2022 and latest one being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time, that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Section 108 and 110 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only by e-voting i.e. by casting votes electronically instead of the submitted postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the company/ depository participant (s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 09.00A.M. (IST) on Friday, 15<sup>th</sup> March, 2024 and ends at 05.00P.M. (IST) on Saturday, 13<sup>th</sup> April, 2024.

STOCK / SHARES / COMMODITY BROKING : DEMAT SERVICES / INVESTMENT CELL

MEMBER : NATIONAL STOCK EXCHANGE, BOMBAY STOCK EXCHANGE, DEPOSITORY PARTICIPANT - NSDL

The company has appointed M/s. Yogesh Sharma and Co., Company Secretaries (FCS: 11305 and COP No: 12366), Practising Company Secretaries , to act as the Scrutinizer, for conducting the Postal Ballot Process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman and the Results of the Voting of Postal Ballot will be announced not later than 48 hours from the Conclusion of the e-voting. The results declared along with Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be Intimated to BSE Limited, where the Equity Shares of the Company are listed. The Results will also be uploaded on the Company's Website <https://vertexbroking.com/Investors/> .

**RESOLUTION:**

**1. To consider and approve Increase in Authorised Share Capital and Consequent amendment to the Capital clause of Memorandum of Association**

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 25,73,25,000/- (Rupees Twenty Five Crore Seventy Three Lakhs and Twenty Five Thousand Only) divided into

- a. Rs. 25,45,49,200/- (Rupees Twenty Five Crore Forty Five Lakhs Forty Nine Thousand Two Hundred Only) divided into 12,72,74,600 Equity Shares of Rs. 2/- Each and
- b. Rs. 27,75,800/- (Rupees Twenty Seven Lakhs Seventy Five Thousand Eight Hundred Only) divided into 27,758 15% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each

To the authorised Capital of Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into

- a. Rs. 33,00,00,000/- (Rupees Thirty Three Crore) divided into 16,50,00,000 Equity Shares of Rs. 2/- each and
- b. Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 200,000 Non-Cumulative Redeemable Preference Shares of Rs. 100/- each

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

*“The Authorised Share Capital of the Company is Rs 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 16,50,00,000 Equity Shares of Rs. 2/- each and 200,000 Non- Cumulative Redeemable Preference Shares of Rs. 100/- Each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such

directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

**2. To consider and approve Alteration of Articles of Company with respect to Changes in Capital Clause**

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

**RESOLVED THAT** pursuant to the provisions of Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

3. *The authorized share capital of the company shall be in accordance with Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time conferred by the regulations of the Company, and the Company may be from time to time increase or reduce its capital and divide the shares in the capital for the time being into several classes, consolidated or sub-divide the shares and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and legislative provisions for the time being in force in that behalf.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a committee thereof), be and is hereby authorized to do all acts, deeds, things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The present Authorized Share Capital of the Company is Rs. 25,73,25,000/- (Rupees Twenty Five Crore Seventy Three Lakhs and Twenty Five Thousand Only) divided into

- a. Rs. 25,45,49,200/- (Rupees Twenty Five Crore Forty Five Lakhs Forty Nine Thousand Two Hundred Only) divided into 12,72,74,600 Equity Shares of Rs. 2/- Each and
- b. Rs. 27,75,800/- (Rupees Twenty Seven Lakhs Seventy Five Thousand Eight Hundred Only) divided into 27,758 15% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each

To the authorised Capital of Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into

- a. Rs. 33,00,00,000/- (Rupees Thirty Three Crore) divided into 16,50,00,000 Equity Shares of Rs. 2/- each and
- b. Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 200,000 Non-Cumulative Redeemable Preference Shares of Rs. 100/- each.

The increase in Authorised Share Capital is necessary for meeting growing Business needs of the Company. A company requires long term sources of funds for funding its perpetual growth. Increase in Authorised Share Capital would enable company to raise Funds via Rights Issue, Qualified Institutional Placement, Preferential Issue etc. or other way of Fund Raising. Therefore, Increase in Authorised Share Capital is proposed by the Company.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. Further, the Increase in Authorised Share Capital of the Company would also require amendment in the Article no 3 of the Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company require Members' approval in terms of Sections 13, 14, 61 and 64 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution and as set out in Item No. 2 of the Notice as a Special Resolution.

**Registered Office:**

**Vertex Securities Limited**

Thottathil Towers, 41/3522

D, 2<sup>nd</sup> Floor, Market Road, Ernakulam, Kerala 682014

**By order of the Board**

Aniket Malekar

Company Secretary and Compliance  
Officer

Membership No. A62478

## **Draft Instructions for Postal Ballot:**

### **How do I vote electronically using NSDL e-Voting system?**

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 email 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="472 982 1388 1434">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="472 1444 1388 1602">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="472 1612 1388 2016">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e.</b></li></ol>



**NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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. 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 CDSL website [www.cdslindia.com](http://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-Voting link available on [www.cdslindia.com](http://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.

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 abovementioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <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 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?**

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 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 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. 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 email ID is not registered, please follow 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 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.com](mailto:evoting@nsdl.com) 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.
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 [csymsharma@gmail.com](mailto:csymsharma@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Prajakta Pawle 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 [secretarial@vertexbroking.com](mailto:secretarial@vertexbroking.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 ([secretarial@vertexbroking.com](mailto:secretarial@vertexbroking.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.