February 14, 2020

The Secretary
BSE Ltd.,
P J Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 500414

SUB: Notice to Shareholders through Postal Ballot and Postal Ballot form

Dear Sir,

Pursuant to Regulation 30 read with schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice and Postal Ballot Form, which is being sent to the shareholders of the Company, whose names appear in the Register of Members/ List of Beneficial Owners received from the depositories as on January 31, 2020, for seeking their approval for Related Party Transactions.

The dispatch is expected to complete by 19th February, 2020.

The above documents are also available on the Website of the Company at www.timexindia.com.

This is for your information and records.

Thanking you,
For Timex Group India Limited

Dhiraj Kumar Maggo
GM – Legal, HR & Company Secretary
Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) that the resolution set forth below is proposed to be passed by way of Postal Ballot/electronic voting.

The proposed resolution and the statement under section 102(1) of the Act thereto along with a Postal Ballot Form are enclosed with this Notice for your consideration. This notice is being sent to all the members whose names appear in the Register of Members of the Company/List of beneficial owners received from depositories as on January 31, 2020.

The Board of Directors of the Company has appointed Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J. & Associates, Practicing Company Secretaries, New Delhi (Membership Number FCS 5593, CP No. 5233), to act as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Notice and Form, record your assent (For) or dissent (Against) therein and return the Postal Ballot Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India). Postal Ballot Form(s), if sent by courier/registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Forms may also be deposited personally at the address mentioned on the Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutiniser not later than 5:00 p.m. IST on Tuesday, March 24, 2020. If Postal Ballot Form is received after the said time, it shall be considered as invalid.

Members desiring to opt for e-voting as per the e-voting facility arranged by the company are requested to carefully read the notes to the Notice and instructions overleaf the Postal Ballot Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman. The results of the Postal Ballot would be announced on or before Thursday, March 26, 2020, 5 p.m., at the Registered Office of the Company. The said results will also be intimated to the Stock Exchange and displayed on the Company’s website viz. www.timexindia.com.

**Item No. 1: To approve the Related Party Transactions**

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

"**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) that the resolution set forth below is proposed to be passed by way of Postal Ballot/electronic voting."

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The proposed resolution and the statement under section 102(1) of the Act thereto along with a Postal Ballot Form are enclosed with this Notice for your consideration. This notice is being sent to all the members whose names appear in the Register of Members of the Company/List of beneficial owners received from depositories as on January 31, 2020.

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**Registered Office:**

106-107, Ambadeep, 14, Kasturba Gandhi Marg, New Delhi-110001

**Dhiraj Kumar Maggo**

GM-Legal, HR & Company Secretary

**Place**: Noida

**Dated**: January 30, 2020

**Membership No.**: F-7609
NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts concerning the special business as set out in the Notice is annexed hereto and forms part of this Notice.

2. The notice of postal ballot is being sent to the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on January 31, 2020, being the cut-off date, and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the same date.

3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the members in electronic form who have registered their e-mail addresses with the Company / Registrar and Transfer Agent of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Members who receive the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form can download the same from the website of the Company www.timexindia.com. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope. To seek a duplicate Postal Ballot Form, please write to Alankit Assignments Ltd., 3 E/7, Alankit Heights, Jhandewalan Extension, New Delhi-110055 or investor.relations@timex.com and fill in the requisite details and send the same to the scrutinizer.

4. The Members whose name appear on the Register of Members/List of Beneficial Owners as on January 31, 2020, being the cut-off date, will be considered for the purpose of voting. The voting rights for the equity shares are one vote per equity share registered in the name of the Member.

5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has provided the facility to its Members to exercise their votes electronically and to vote on all the resolutions through the e-voting service facility arranged by NSDL.

6. The Members can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

7. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed, in the enclosed postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Forms may also be deposited personally at the address mentioned on the Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5.00 p.m. on Tuesday, March 24, 2020 to be eligible for being considered. If Postal Ballot Form is received after the said time, it shall be considered as invalid. The e-voting module shall also be disabled by NSDL for voting thereafter. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by shareholder or his/her duly constituted attorney or in case of bodies corporate, duly authorised person.

8. Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J & Associates, Practicing Company Secretaries, (Membership Number FCS 5593, CP No. 5233), has been appointed as the Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

9. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the Company’s Registered Office on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to the date of declaration of Postal Ballot Results.

10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at the General Meeting of the Members.


EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1

Timex Group designs, manufactures and markets innovative timepieces and jewellery globally. Timex, founded in 1854, is one of the largest watch makers in the world. Timex Group built its reputation as the pioneer in timekeeping by harnessing the power and possibility of time.

Timex Group India Limited (“the Company”), incorporated in 1988, is a group company of Eagleville Group B.V., engaged in the business of manufacturing and sale of watches and rendering of related after sales service in addition to providing accounting and information and technology support and other services to group companies.

Timex Group India Ltd. having one of the most powerful and diversified portfolios of brands in the watch industry derives global advantage and breadth of expertise in this highly competitive marketplace. To continue to exploit this prowess of Timex Group, it is essential for the Company to purchase, import and utilize watches/watch components and avail services from Timex Group companies.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms’ length basis and pursuant to the approvals of the Audit Committee and Board of Directors obtained from time to time and shareholders’ approval obtained in the annual general meeting held in 2014 for purchase of watches/ movements/ components from TMX Ltd. N.V.

The Company had agreements with TMX Limited N.V. (TMX), a related party being fellow subsidiary Company, all dated 15th February, 2014 (amended from time to time), for purchase and sale of watches/ movements/ components and for availing and providing of services.

2
These agreements have since been terminated and effective January 1, 2020, all products and services transactions between the Company and TMX are being executed between the Company and Timex Nederland B.V. (TNBV), an intermediate holding company. With the approval of the Audit Committee and Board of Directors, the Company has executed agreements with TNBV for manufacture, distribution, sale and purchase of watches/movements/components and for availing and providing of services. Since both TMX (being a fellow subsidiary company) and TNBV (being intermediate holding company) are group entities of Company, both are considered as related parties under the provisions of the Companies Act and SEBI Listing Regulations.

All transactions in terms of the above mentioned agreements between the Company, TMX and TNBV have been/ will be executed in the ordinary course of business and at arms’ length basis. Hence, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

Since all the transactions taken together during a financial year between the Company and TMX; and between Company and TNBV were/ may be exceeding 10% of the last year’s turnover, these transactions are considered as material related party transactions. The Company needs approval of shareholders by way of ordinary resolution for all material related party transactions with these related parties in terms of Regulation 23 of SEBI Listing Regulations. Further, pursuant to Regulation 23(7) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.

All the above agreements and transactions thereunder have been approved by the Audit Committee and Board of Directors from time to time and they were/ are in ordinary course of business and at arms’ length basis. In terms of Regulation 23 of SEBI Listing Regulations, the approval of members is required for the material related party transactions which will be executed with TNBV in terms of the above agreements, as may be amended from time to time. The approval is also required to confirm, ratify and approve, in continuation of the earlier shareholders’ approval for purchase of watches/movements/components from TMX, all the related party transactions executed between the Company and TMX from April 1, 2014 till December 31, 2019 in terms of the above agreements, as amended from time to time.

The agreements between the Company and TMX and TNBV are available for inspection at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days, from Monday to Friday, up to the date of declaration of Postal Ballot Results.

Below mentioned are the details of the Agreements. Monetary value for TNBV is for future transactions and for TMX, it is for the transactions executed between the Company and TMX from April 1, 2014 till December 31, 2019.

<table>
<thead>
<tr>
<th>Name of the related party and nature of Relationship</th>
<th>Nature, material terms and particulars of the contract or arrangement</th>
<th>Monetary Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Timex Nederland B.V. (TNBV)</td>
<td>Product Supply Agreement dated 7th November, 2019, as may be amended from time to time, between TNBV and the Company for purchase of watches/movements/components of brands TIMEX, NAUTICA and TED BAKER by the Company in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td>Monetary value of all transactions under all agreements with TNBV not to exceed 60% of turnover as per last audited balance sheet of the Company</td>
</tr>
<tr>
<td>TNBV is an intermediate holding Company</td>
<td>Product Supply Agreement dated 22nd July, 2019, as may be amended from time to time, between TNBV and the Company for sale of watches/spares manufactured in India to TNBV in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Distribution Agreement and Manufacturer’s Agreement dated 30th January, 2020, as may be amended from time to time, between TNBV and the Company for manufacture and sale of watches of Nautica Brand in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Services Agreement dated 1st June, 2016, as may be amended from time to time, between the Company and TNBV to provide to TNBV, services relating to IT and supply chain/logistical support in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Services Agreement dated 15th February, 2014, as may be amended from time to time, between the Company and TNBV to avail from TNBV, services including Website Design &amp; hosting, Brand Management &amp; planning, Marketing &amp; Advertising development, Product design, International Sales Team Leadership, International Sales &amp; Marketing office, IT &amp; Data storage and third party charges in accordance with the terms and conditions specified in the aforesaid agreement.</td>
<td></td>
</tr>
<tr>
<td>Name of the related party and nature of Relationship</td>
<td>Nature, material terms and particulars of the contract or arrangement</td>
<td>Monetary Value</td>
</tr>
<tr>
<td>---------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>----------------</td>
</tr>
<tr>
<td>TMX Limited N.V. (TMX)</td>
<td>Product Supply Agreement dated 15th February, 2014, as amended from time to time, between TMX and the Company for purchase of watches/ movements/ components of brands TIMEX, NAUTICA and TED BAKER by the Company in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td>Rs. 56,66,99,512</td>
</tr>
<tr>
<td></td>
<td>Product Supply Agreement dated 15th February, 2014, as amended from time to time, between TMX and the Company for sale of watches manufactured in India to TMX in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td>Rs. 43,70,42,093</td>
</tr>
<tr>
<td></td>
<td>Services Agreement dated 15th February, 2014, as amended from time to time, between the Company and TMX to provide to TMX, services relating to export of watch components purchased by TMX from Indian suppliers and shipment such components to TMX manufacturing facilities in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td>Rs. 11,68,58,156</td>
</tr>
<tr>
<td></td>
<td>Services Agreement dated 15th February, 2014, as amended from time to time, between the Company and TMX to avail from TMX, services relating to IT &amp; data storage and third party charges in accordance with the terms and conditions specified in the aforesaid agreement</td>
<td>Rs. 1,15,06,435</td>
</tr>
</tbody>
</table>

None of the Directors, except Mr. David Thomas Payne, or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Registered Office:
106-107, Ambadeep,
14, Kasturba Gandhi Marg,
New Delhi-110 001

Place : Noida
Dated : January 30, 2020

By Order of the Board of Directors
For Timex Group India Ltd.

Dhiraj Kumar Maggo
GM-Legal, HR & Company Secretary
Membership No. F-7609
1. Name and Registered Address of Shareholder (in block letters):

2. Name of Joint shareholder(s), if any registered with the Company:

3. Registered Folio No. / DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form):

4. Number of equity shares held as on 31st January, 2020:

I/We hereby exercise my/our vote in respect of Ordinary Resolution to be passed through postal ballot for the business stated in the notice of the Company dated January 30, 2020, by sending my/our assent or dissent to the said resolution in the following manner:

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Resolution Summary</th>
<th>No. of shares held by me</th>
<th>I assent to the resolution (Please tick)</th>
<th>I dissent to the resolution (Please tick)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>To approve the Related Party Transactions</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Place: [Signature of the Shareholder(s)]

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Please send your postal ballot form in the envelope enclosed herewith.

Note: Please read the instructions printed below before exercising the vote.

<table>
<thead>
<tr>
<th>EVEN (Electronic Voting Event Number)</th>
<th>USER ID</th>
<th>PASSWORD</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Instructions
1. The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through e-voting, voting through e-voting and vice versa. In case of voting through e-voting, voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
2. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
3. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
4. The Scrutinizer’s decision on the validity of a postal ballot / e-voting shall be final.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, January 31, 2020.

Voting in physical form
1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (in original) and send it to the Scrutinizer in the attached self-addressed envelope. Postal vote or in dematerialized form, as on the relevant date of January 31, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The voting period begins on February 24, 2020 at 10.00 AM and ends on March 24, 2020 at 5.00 PM. During this period shareholders’ of the Company, holding shares either in physical or in dematerialized form, as on the relevant date of January 31, 2020, may cast their vote electronically.

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’.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below:
   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*** 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*** then user ID is 101456001***.

5. Your password details 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 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’s email address. Open the email and open the attachment (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, your ‘initial password’ is communicated to you on your postal address.
   d) 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.
   e) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
   f) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
   g) Now, you will have to click on ‘Login’ button.
   h) After you click on the ‘Login’ button, Home page of e-Voting will open.

Voting through electronic means
1. The shareholders desiring to vote through e-voting and vice versa. In case of voting through e-voting, voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
2. The voting period begins on February 24, 2020 at 10.00 AM and ends on March 24, 2020 at 5.00 PM. During this period shareholders’ of the Company, holding shares either in physical or in dematerialized form, as on the relevant date of January 31, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.