NOTICE

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the Members of **LAVA INTERNATIONAL LIMITED (hereinafter referred as "LAVA")** will be held on Wednesday, 28th February, 2024 at 12:00 P.M. through Video Conference (VC) /Other Audio Video Means (OAVM) to transact the following business:-

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE APPOINTMENT AND REMUNERATION OF MR. SUNIL RAINA (DIN: 09302069) AS A WHOLE TIME DIRECTOR

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:-

"RESOLVED THAT in accordance with the provisions of Sections 152, 160, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and basis the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors and subject to all other applicable statutory / regulatory approvals, consents and permissions as may be necessary in this regard. Mr. Sunil Raina (DIN: 09302069) President- Business Head of Lava International Limited in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Sunil Raina for the office of Director, be and is hereby appointed as a Whole Time Director of Lava International Limited for a period of 3 (three) years, i.e., with effect from 28th February 2024, on the following terms and conditions and the period of his office shall be liable to retire by rotation:

(a) Salary, Perquisites and Allowances per annum: Upto Rs. 2,40,00,000/- (Rupees Two Crores Forty Lakhs only) per annum, with authority to the Board of Directors on the recommendations of Nomination, Remuneration and Compensation Committee to vary / alter the remuneration in terms of Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The aforesaid perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Besides above, Mr. Sunil Raina shall also be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration subject to the Company's Policy in this regard from time to time:

(i) Provision of Company maintained Car(s);
(ii) Encashment of Earned Leave at the end of the tenure as per the rules/policy of the Company from time to time;
(iii) Entitlement for travel (Class / Mode) shall be as per the Company Policy from time to time, expenses for which will be borne by the Company on actual cost basis. Further, Mr. Sunil Raina shall be eligible for such other facilities and benefits etc. as per rules / policy of the Company from time to time.

(b) Further based on his performance ratings for each of the financial year, Mr. Sunil Raina may be eligible for annual increment of Total Cost to Company, which may be given subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

(c) variable pay: as per the rules/policy of the Company from time to time

(d) Reimbursement of Expenses: Business related expenses including expenses incurred for travelling, boarding and lodging shall be reimbursed at actuals and shall not considered as perquisites.

(e) Sitting Fee: Mr. Sunil Raina shall not be paid any sitting fee for attending Meetings of the Board and/or any of its Committee(s).

(f) General:

(i) Subject to the superintendence, control and direction of the Board Mr. Sunil Raina shall perform such other functions as may be delegated to him by the Board from time to time.

(ii) He shall adhere to such other policies, service conditions, rules and regulations of the Company as applicable from time to time.

Notwithstanding anything to the contrary contained herein above or in accordance with the terms and conditions of his appointment, Mr. Sunil Raina will be paid, current remuneration (including fixed salary, variable pay, increments & other allowances thereto and retirement benefits) and as may be further decided by the Board of Directors / Nomination and Remuneration Committee, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file and / or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution."

ITEM NO. 2: APPOINTMENT OF M/S RAJ GUPTA & CO. CHARTERED ACCOUNTANTS (FRN: 00203N) AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF EXISTING AUDITORS OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION (S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:-

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 or any other applicable law, if any, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s Raj Gupta & Co., Chartered Accountants, (Firm Registration No. 00203N), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s ASA & Associates LLP, Chartered Accountants (Firm Registration No. 009571N/N500006) be and is hereby approved.

RESOLVED FURTHER THAT M/s Raj Gupta & Co., Chartered Accountants, (Firm Registration No. 00203N), shall hold office of Statutory Auditors of the Company until the conclusion of the Annual General Meeting to be held for the Financial Year ended 31st March, 2023 and that they shall conduct the Statutory Audit for the Financial Year 2022-23 at such remuneration as may be fixed by the Board of Directors in consultation with them."

BY ORDER OF BOARD OF DIRECTORS
FOR LAVA INTERNATIONAL LIMITED

Date: 2nd February 2024
Place: Noida

Sd/-
Shailendra Nath Rai
Whole-Time Director
DIN:- 00908417
Add: D-402, Nagarjuna Apts
Mayur Vihar Ph-1,
Delhi-110096

NOTES: -

1. Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 11/2022 dated 28/12/2022 and No. 09/2023 dated 25/09/2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the EGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the EGM will be deemed to be conducted at the Corporate Office of the Company situated at A-56, Sector-64, Noida-201301, which shall be deemed venue of the EGM.
2. The relative Explanatory Statements pursuant to Section 102 of the Act, in regard to the business as set out in Item No. 1 and 2 above and the relevant details of the Director seeking re-appointment/appointment as set out in Item No. 1 above as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is given in the explanatory statement itself.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the EGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at sssp28@gmail.com with a copy marked to compliance1@lavainternational.in
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The facility of participation at the EGM through VC/OAVM will be made available to at-least 1,000 Members on a first come first served basis as per the MCA Circulars. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of Directors, Nomination, Remuneration & Compensation Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions of first come first served basis.
8. In terms of the MCA Circulars, the Company is sending this EGM Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice convening the EGM has been uploaded on the website of the Company at www.lavamobiles.com. The EGM Notice may also be download from the relevant section of the website of Link Intime India Private Limited at https://linkintime.co.in/
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
11. Members who wish to inspect the relevant documents referred to in the Notice can send an email to compliance1@lavainternational.in up-to the date of the EGM.
12. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA-Link Intime India Private Limited / Company in case the shares are held by them in physical form.

13. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of February 21, 2024 ("Cut-off date").
14. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. February 21, 2024 may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in or the Company at Compliance1@lavainternational.in . However, if the person is already registered with Link Intime for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available on Link Intime e-Voting system' or by calling on toll free no. 022 4918 6200. In case of Individual Members holding securities in De-mat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the notes to Notice under "Remote e-Voting Instructions for shareholders"/ "Process and manner for attending the Extra-Ordinary General Meeting through InstaMeet".
15. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
16. The Board of directors has appointed Mr. Sanjay Kumar, Practicing Company Secretary (having membership no. 9211 and Certificate of Practice no. 7027) as the Scrutinizer to scrutinize the voting at the meeting.
17. The voting period begins on Sunday, 25th February 2024 at 9.00 a.m. and ends on Tuesday, 27th February 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 21st February 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIIPL) for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

18. The Members, who will be present in the Extra-Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. The e-voting module during the EGM shall be disabled by Link Intime for voting 15 minutes after the conclusion of the meeting.

19. The Members who have voted through Remote e-Voting prior to the Extra-Ordinary General Meeting will be eligible to attend/participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

20. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the EGM shall be disabled by Link Intime for voting 15 minutes after the conclusion of the Meeting

21. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the EGM, 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 countersign the same and declare the result of the voting forthwith.

22. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.lavamobiles.com, immediately after the declaration of the result by the Chairman or a person authorized by him in writing.

23. The Members will be allowed to pose questions during the course of the Meeting. Members can also submit questions in advance with regard to the financial statement or any other matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address Compliance1@lavainternational.in at least 72 hours in advance before the start of the meeting i.e. by February 25, 2024 by 12:00 P.M. IST. such questions by the Members shall be taken up during the meeting or replied within 7 days from EGM by the Company suitably.

24. Since the EGM will be held through VC/OAVM Facility, the Route Map and attendance slip is not annexed in this Notice.

25. The Members are requested to adhere to the following general guidelines in addition to above guidelines during the Meeting in order to ensure smooth virtual meeting:
    i. Members/ invitees are requested to join the Meeting at least 15 minutes in advance through their respective devices for better experience.
    ii. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
    iii. In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
    iv. No person other than the invited participants should have access to this e-meeting.
    v. At the start of the Meeting, Members are required to keep video on so that the Company can complete the roll call.
    vi. The Company will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors.
    vii. The entire Meeting proceedings will be recorded.
    viii. The participants to remain on mute at the start of the meeting and the respective participants/ Members can unmute themselves at the time of speaking.
    ix. Every participant shall identify himself/ herself at the time of speaking on anyquery.
    x. To ensure smooth and orderly flow of the meeting, it is recommended that allquestions/comments may be raised after the completion of particular agenda item.
    xi. In case poll is demanded for voting, the Members are requested to send their vote on email address at Compliance1@lavainternational.in
    xii. If Member/ invitee need any assistance during the meeting he/ she can reach out to Ms. Preeti, Company Secretary & Organizer at +91 7428193046.

26. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the EGM by following the procedure as follows:

BY ORDER OF BOARD OF DIRECTORS
FOR LAVA INTERNATIONAL LIMITED

Date: 2nd February 2024
Place: Noida

Sd/-
Shailendra Nath Rai
Whole-Time Director
DIN:- 00908417
Add: D-402, Nagarjuna Apts
Mayur Vihar Ph-1,
Delhi-110096

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 ABOVE

The Board of Directors of your Company on the recommendation of the Nomination, Remuneration and Compensation Committee ('the Committee'), further recommended the appointment of Mr. Sunil Raina (DIN: 09302069), President- Business Head as Director, to be considered as Whole Time Director being in whole time employment of the Company, w.e.f. 28th February, 2024 for a period of three years, liable to retire by rotation, on the remuneration stated in the resolution above, subject to the approval of the Members.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. It is hereby confirmed that, as on date, he is not related to any other director of the Company.

The resolution read with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Sunil Raina under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out at Item No. 1 as a Special Resolution for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sunil Raina himself, is/are in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

The details required including a brief profile of Mr. Sunil Raina pursuant to the Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below:

I. General Information

(i) Nature of Industry: Company is involved in the manufacturing, distribution, service of products related to Electronics and Telecommunication such as Mobile handset, tablets, mobile accessories and related products.

(ii) Date or expected date of commencement of commercial production: The Company was incorporated on March 27, 2009.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(iv) Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2022:

(Amount in Lakhs)

Particulars	For the year ended March 31, 2022 (Audited)
Turnover and other income	18,423.53
Net profit after tax	405.49

(v) Foreign investments or collaborations, if any: The Company has foreign Investments in 5 subsidiaries namely:
- Lava International (H.K.) Limited;
- Xolo International (H.K.) Limited;
- China Bird Centroamerica S.A.;
- Lava Technologies DMCC;
- Lava Technologies L.L.C.

II. Information about the appointee:

(i) Experience and Background details: Mr. Sunil Raina, aged about 50 years, is the President – Business Head of the Company. He has been associated with the Company since June 10, 2010. He holds a bachelor's degree in science from the University of Kashmir, Srinagar and a master's degree in business administration from Dr Babasaheb Ambedkar Marathwada University, Aurangabad. He has previously worked with Hughes Ispat Limited, Tata Teleservices (Maharashtra) Limited, Bharti Airtel Limited, Unitech Wireless (Tamil Nadu) Private Limited and Reliance Communications Limited.

(ii) Past remuneration drawn: Total CTC of Rs. 2.18 Crore per annum (in his capacity as President-Business Head at Lava International Limited).

(iii) Recognition and Awards/Achievements: He has been acknowledged at multiple platforms in industry.

(iv) Job Profile and suitability: He has over 26 years' experience in multiple domains with diverse organization in telecom industry. He is responsible for entire business operations at Lava. Key KPI's for the role include Revenue, Profitability and Overall development of the organization.

(v) Remuneration proposed: As provided in the resolution.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Mr. Sunil Raina, who is a professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Except proposed remuneration as stated above, Mr. Sunil Raina does not have any other pecuniary relationship with the Company and its managerial personnel.

(viii) Date of first Appointment: 10th June 2010 in his capacity as Head Product.

(ix) Directorships held/ KMP in other Companies/Forums: None.

(x) Memberships/Chairmanships of Committees of other Companies (excluding Section 8 Companies, Foreign Companies and Private Companies): None.

(xi) Number of shares held in the Company: 6,79,200 Equity Shares of Rs. 5 each, (0.125%.)

(xii) Relationship with other Directors: No inter-se relation between directors

(xiii) Number of the Meetings of the Board attended during the year: Nil in his capacity as Director.

(xiv) Terms of Appointment: Liable to retire by Rotation.

III. Other information:

(1) Reasons of loss or inadequate profits: Due to business factors and prevailing competition.

(2) Steps taken or proposed to be taken for improvement: Product improvement; Enhancement in market share and Operational efficiency.

ITEM NO. 2 ABOVE

M/s ASA & Associates LLP, Chartered Accountants (Firm Registration No. 009571N/N500006), have tendered their resignation from the position of Statutory Auditors vide resignation letter dated 12th January 2024 with effect from 12th January 2024, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The Board of Directors of your Company in their Board Meeting held on 1st February 2024 have appointed M/s Raj Gupta & Co., Chartered Accountants, (Firm Registration No. 00203N) as Statutory Auditors to fill the casual vacancy caused by the resignation of M/s ASA & Associates LLP, Chartered Accountants, who have furnished their consent and eligibility certificate.

As per section 139(8) of the Companies Act, 2013 approval of the shareholders is also required to fill any casual vacancy caused by the resignation of Statutory Auditors of the Company.

Accordingly, the consent of the shareholders is being sought in terms of section 139(8) of the Companies Act, 2013 for the appointment of M/s Raj Gupta & Co., Chartered Accountants, (Firm Registration No. 00203N), as the Statutory Auditors of the Company who shall hold office till the date of forthcoming Annual General Meeting.

None of the directors or Key Managerial Personnel or Manger or their relatives is interested in this resolution. The Board recommends the resolution as an ordinary resolution for the approval by the members.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login".**

▸ Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▸ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".
b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "
b) Proceed with updating the required fields.
c) Post registration, user will be provided with Login ID and password.
d) After successful login, click on "Access to e-voting".
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.
b) Click on New System Myeasi
c) Login with user id and password
d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration
b) Proceed with updating the required fields.
c) Post registration, user will be provided Login ID and password.
d) After successful login, user able to see e-voting menu.
e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/
b) Go to e-voting tab.
c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID:
   Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in
b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on "Investor Mapping" tab under the Menu Section
c) Map the Investor with the following details:
   a. 'Investor ID' -
      i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
      ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
   b. 'Investor's Name - Enter full name of the entity.
   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
d) Click on Submit button and investor will be mapped now.
e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) Click on 'Votes Entry' tab under the Menu section.
c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
d) Enter '16-digit Demat Account No.' for which you want to cast vote.
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.
b) You will be able to see the notification for e-voting in inbox.
c) Select **'View'** icon for '**Company's Name / Event number '.** E-voting page will appear.
d) Download sample vote file from 'Download Sample Vote File' option.
e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

o Click on **'Login'** under **'Corporate Body/ Custodian/Mutual Fund'** tab and further Click **'forgot password?'**
o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited