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Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

B/h.. International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382 405. (Guj.) INDIA.
(M) 9328804500-6300-7400 E-mail : cfo@vinnyoverseas.in, vinnyoverseas@gmail.com, vinnyoverseas2001@yahoo.com
Web. : www.vinnyoverseas.in • CIN : L51909GJ1992PLC017742

Date: September 21, 2022

To,
The National Stock Exchange Limited,
Exchange Plaza, C-1, Block G,
BandraKurla Complex,
Bandra (E),
Mumbai.

Dear Sir/Madam,
Sub: Supplementary Notice of 30th Annual General Meeting of the Company.

Ref: Vinny Overseas Limited (Scrip Code: VINNY)

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 30th Annual General Meeting of the Shareholders of the Company will be held on Friday, 30th September, 2022 at 04:00 p.m. After the Notice of the AGM was disseminated, Ms. Neelam Gurbaxani (DIN: 09732346) was appointed as Additional Independent director in the company on 09th September, 2022, whose appointment is to be ratified as Independent director in ensuing AGM, we are hereby giving this supplementary notice of 30th Annual General Meeting to transact the business as mentioned in the notice of the meeting, attached herewith.

The company has already dispatched the supplementary notice to the shareholders.

Please take the same on your records.

Thanking You,

For, Vinny Overseas Limited

Hiralal Jagdishchand Parekh
Managing Director
DIN: 00257758

Enclosure: Supplementary Notice of 30th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VINNY OVERSEAS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 04:00 P.M. AT ITS REGISTERED OFFICE SITUATED AT B/H INTERNATIONAL HOTEL, NAROL-ISANPUR ROAD, NAROL, AHMEDABAD 382405 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the company for the year ended 31st March, 2022 together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Vandani Sumanth Chowdhary (DIN 03048990) who retires by rotation and being eligible offers herself for re-appointment.
3. To Re-Appoint M/s. Kishan M Mehta & Co., Chartered Accountants, Ahmedabad as Statutory Auditor

To re-appoint M/s. Kishan M Mehta & Co, Chartered Accountants as the statutory auditors of the company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, consent of members be and is hereby given to re-appoint M/s. Kishan M Mehta & Co., Chartered Accountants (Registration No. 1005229W), as Auditors of the Company for the second term of five years to hold office from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. **To Re-Appoint Mr Hiralal Jagdishchand Parekh (DIN 00257758) as Managing Director of the company for a further term of five years**

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

"RESOLVED THAT pursuant to the provisions of sec 196,197,198,203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded for re-appointment of Mr Hiralal Jagdishchand Parekh (DIN: 00257758) as the Managing Director (Whole Time key Managerial Personnel) of the company for a further term of five years as per the terms and conditions mutually agreed upon between the Board of directors of the Company and Mr Hiralal Jagdishchand Parekh."

- Salary: Salary shall not be less than Rs. 48,00,000/- (Rupees Forty-Eight Lakhs only) per annum may progressively go up based on his performance and Industry trends to Rs.60,00,000/- (Rupees Sixty lakhs only) per annum notwithstanding the limits provided under section notwithstanding the limits provided under section 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the company
- Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.
- Foreign Travelling Expenses: For self and family incurred once in a year as approved by the Nomination & Remuneration committee and Board of Directors.

- Car Use of fully maintained company's car with chauffeurs and fuel reimbursement
- Telephone Reimbursement of residential telephone bills at actual and Use of mobile phone for official purpose.
- Credit Card Payments: The Managing Director shall be entitled to reimbursement of expenses incurred by him including use of Credit Card in connection with the business of the Company and entertaining guests of the Company.
- Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the company
- Bonus for the financial year, at the discretion of the company with the approval of shareholders.

RESOLVED FURTHER THAT Mr.HiralalJagdishchand Parekh(DIN: 00257758) is eligible to receive managerial remuneration pursuant to the provision of payment of remuneration under Section II item (B) of Schedule V of Companies Act, 2013 subject to the approval of shareholders in the Annual General Meeting.

5. **To Re-Appoint Mrs.Nishita Shah (DIN: 07197925) as Whole time Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the reappointment of Mrs.Nishita Shah (DIN: 07197925), as a Whole time Director of the Company, for a period of five years on the terms and conditions mutually agreed upon between the Board of director of the Company and Mrs.Nishita Shah(DIN: 07197925).

RESOLVED FURTHER THAT Mrs.Nishita Shah(DIN: 07197925)is eligible to

receivemanagerial remuneration pursuant to the provision of payment of remuneration under Section II item (B) of Schedule V of Companies act 2013 subject to the approval of shareholders in the Annual General Meeting.

6. **To Re-Appoint Mrs.LatadeviHiralal Parekh (DIN: 02973048) as Whole time Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mrs.LatadeviHiralal Parekh (DIN: 02973048), as a Whole time Director of the Company, for a period of five years on the terms and conditions mutually agreed upon between the Board of directors of the Company.

RESOLVED FURTHER THAT Mrs.LatadeviHiralalParekh(DIN: 02973048) is eligible to get managerial remuneration pursuant to the provision of payment of remuneration under Section II item (B) of Schedule V of Companies act 2013 subject to the approval of shareholders in the Annual General Meeting.

7. **To regularize theappointment of Mr.RajnishPathak(DIN 08764000) as Non-Executive Independent Director of the company**

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

“RESOLVED THATMr.RajnishPathak(DIN: 08764000) who was appointed as an Additional Non- Executive Independent Director of the Company by the Board of Directors with effect from 13/07/2022 and who holds office up¹ to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years from the date of ensuing Annual General Meeting.”

"**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all the acts, deeds and things which are necessary for the appointment of aforesaid person as an additional director of the company

8. **To Ratify Remuneration of cost auditors for the Financial Year 2022-23:**

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the approval of the members of the company be and is hereby accorded for the remuneration payable to **M/s. KVM & Co. Cost Accountants, Ahmedabad** (Firm Registration No.-000458) appointed by the board of Directors of the company to conduct the audit of the cost records of the company for the financial year ended 31st March 2023 being Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of any out of pocket expense, be and is hereby ratified and approved."

"**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **To regularize the appointment of Mrs. Neelam Mohanlal Gurbaxani (DIN: 09732346) as Non-Executive Independent Director of the company**

To consider and if thought fit, to pass, with or without modification(s), the

following resolution as Ordinary Resolution:

"RESOLVED THAT Mrs. Neelam Mohanlal Gurbaxani (DIN: 09732346) who was appointed as an Additional Non- Executive Independent Director of the Company by the Board of Directors with effect from 09/09/2022 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years from the date of ensuing Annual General Meeting.

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all the acts, deeds and things which are necessary for the appointment of aforesaid person as an additional director of the company

For, VINNY OVERSEAS LIMITED

Hiralal Jagdishchand Parekh

Managing Director

(DIN 00257758)

Place: Ahmedabad

Date: 21/09/2022

NOTES:

1. The Company is listed with NSE on EMERGE (SME) platform.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited proxy form at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative's to attend and vote at the Annual General Meeting.
4. Members/Proxies should fill Attendance Slip for attending the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing facility for remote e-Voting facility to its members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an agreement with NSDL for facilitating voting through electronic means, as authorized agency. The facility of casting votes by a member using e-voting system will be provided by NSDL.
6. The register of the Members and share Transfer book of the company shall remain closed from 24th September 2022 to 30th September, 2022. (Both days inclusive).
7. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the

Company on all working days, during business hours up to the date of the Meeting.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
10. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
11. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
12. M/sLadhawalaRonak& Associates, Practicing Company Secretary, Ahmedabad has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
14. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
15. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website www.vinnyoverseas.in and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. www.nseindia.com

16. Electronic copy of the Annual Report for 2021-22 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2021-22 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
17. Route Map showing directions to reach to the venue of the AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

For, VINNY OVERSEAS LIMITED

HiralalJagdishchand Parekh

Managing Director

(DIN 00257758)

Place: Ahmedabad

Date: 21/09/2022

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING.

[As required by Section 102 of the Companies Act, 2013 ("the Act") and pursuant to Regulation 36 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of accompanying Notice.]

Item No. 4

MrHiralalJagdishchand Parekh (DIN 00257758) who was Managing Director of the company is serving the company since inception of the company having full exposure of the company and insights of the company. He was appointed for a tenure of five years and was approved by the shareholders of the company under the provisions of section 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder Mr. HiralalJagdishchandParekh being pioneer of the company since the inception of the company is playing a vital role in development of business strategies by effective implementation of the same. Considering his contribution in the growth of the business and overall business development activities, the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC), has decided to re-appoint Mr. HiralalJagdishchandParekh as Managing Director of the Company for a further period of 5 (five) years effective from the date of ensuing Annual General Meeting on a remuneration as agreed between the Board. In this regard, Shareholders' approval is being sought through a special resolution pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). The Company has also received a declaration to the effect that he is not debarred from holding the office of Directorship by virtue of any SEBI order or any other authority. He also satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible to be re-appointed.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No.5 &6

Ms. Nishita Shah and Mrs. LatadeviHiralal Parekh who were appointed as Whole time Directors of the company for a period of five years and were managing the company in best ways possible and had performed the best even in the time of COVID and post COVID effects.

The Board of Directors and the Nomination and Remuneration Committee, have recommended re-appointment of Ms. Nishita Shah and Mrs. LatadeviHiralal Parekh as Whole-time Directors in the meeting of Board of Directors held on 6th September 2022 for a further period of 5 (five) years. The directors are not disqualified to be re-appointed as Whole time Director of the company. They had communicated their willingness to be re-appointed and have given their consent to act a Whole Time Director of the company. Hence, the Board of Directors recommends the re-appointment of above whole time directors for members' approval.

Item No. 7

The Board of Directors appointed Mr. RajnishPathak (DIN: 08764000) as Additional Non-Executive Director of the Company effective 13th July 2022, and his appointment is required to be regularized at this Annual General Meeting. The Board of Directors of the Company at its meeting held on 13th July 2022, recommended for the approval of the Members, the appointment of Mr. RajnishPathak (DIN: 08764000) as an Independent Director of the Company for a period of five years, in terms of Section 149 read with Schedule IV of the Companies Act, 2013. Declaration has been received that the criteria of Independence prescribed under Section 149(6) of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is met by him. Your Board is also of the opinion that Mr. RajnishPathak fulfills the conditions specified in the Act and the Rules thereunder for his appointment as Independent Director and that he is independent of the management of the Company. Notice under

Comment [Ma1]: When Board could appoint him as Independent director in Board Meeting, why would they ask for approval of the members? Please reframe the same.

Section 160 of the Act has been received from Mr. Rajnish Pathak proposing his appointment as Director of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. The Board recommends this resolution for your approval.

Item No.8

The Board on the recommendation of the Audit Committee, has approved the appointment of M/s KVM & Co., Cost Accountants, Ahmedabad at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

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

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 8 of the notice for approval of the shareholders.

Item No. 9

The Board of Directors appointed Mrs. Neelam Mohanlal Gurbaxani (DIN: 09732346) as Additional Non-Executive Director of the Company effective 09th July 2022, and her appointment is required to be regularized at this Annual General Meeting. The Board of Directors of the Company at its meeting held on 09th September 2022, recommended for the approval of the Members, the appointment of Mr. Neelam Mohanlal Gurbaxani (DIN: 09732346) as a Non Executive Independent Director of the Company for a period of five years, in terms of Section 149(6) read with Schedule IV of the Companies Act, 2013. Declaration has been received that the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is met by her. Your Board is also of the opinion that Mrs. Neelam Mohanlal Gurbaxani fulfills the

conditions specified in the Act and the Rules thereunder for his appointment as Independent Director and that he is independent of the management of the Company. Notice under Section 160 of the Act has been received from Mrs. NeelamMohanlalGurbaxaniproposing his appointment as Director of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. The Board recommends this resolution for your approval.

ANNEXURE TO THE NOTICE

Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI, information about the Directors proposed to be appointed / re-appointed is furnished below:

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Nature of Information	Item No. 4 of Notice	Item No.5 of Notice	Item No.6 of Notice
Name of Director	Mr. Hiralal J Parekh DIN (00257758)	Mrs. Nishita Shah DIN (07197925)	Mrs. Latadevi H Parekh DIN (02973048)
Nationality	Indian	Indian	Indian
Date of Birth	27/10/1964	01/08/1990	20/10/1964
Qualification	Commerce Graduate	Masters of Business Administration	Arts Graduate
Date of appointment	29/05/1992	01/07/2015	04/03/2010
Expertise	He has experience of 33 years in the Fabric Manufacturing and Dyeing Industry. He is the guiding force behind all the corporate decisions and is responsible for the entire business operations specifically manufacturing and sales operations of the company	She has more than 3 years of experience in the field of Finance, specifically associated with Fabric Manufacturing and Dyeing Industry. She is entrusted with the responsibilities of Quality Control and costing decisions associated with procurement	She has more than Eight years of experience in textile Industry. She is majorly responsible for Administration of Routine Business operations of the company

		operations of the company.	
Chairman/Member of the Committee of the Board of Directors	Member of Stakeholder Relationship Committee and Chairman of CSR Committee	Member of Stakeholder Relationship Committee	NIL
Chairman /Member of the Committees of other companies in which he is Director	NIL	NIL	NIL
Number of Board Meeting Attended	6	6	6
List of Companies in which directorship held	MohanlalMahavirchandImpe x Private Limited	Yashasvi Recyclers Private Limited	MohanlalMahavirchandImpe x Private Limited
Relationship between directors	He is husband of Mrs. Latadevi Parekh and and father of Nishita Shah and VandaniSumanthChowdhary	She is daughter of Mr. Hiralal Parekh and Mrs.	She is wife of Mr. Hiralal Parekh and mother of Nishita Shah and VandaniSumanthChowdhary
Number of Shares held in the Company	3062840	587400	1102640
Remuneration during FY 21-22	Rs. 48 lakhs	Rs. 8.40 Lakhs	Rs. 12 lakhs

Comment [Ma2]: Please add number of shares held

Nature of Information	Item No. 7 of Notice	Item No.9 of Notice
Name of Director	Mr. RajnishPathak DIN 08764000	Mrs. Neelam M Gurbaxani DIN 09732346
Nationality	Indian	Indian
Date of Birth	25/12/1995	06/08/1992
Qualification	Commerce Graduate	Company Secretary and Law Graduate
Date of appointment	13/07/2022	09/09/2022
Expertise	He is a commerce graduate having experience of 4 years in finance and legal field.	She is a Company Secretary by profession and has also completed her Masters in Commerce and L.L.B. She has an experience of over 8 years in the field of secretarial, Legal and compliance work.
Chairman/Member of the Committee of the Board of Directors	NIL	NIL
Chairman /Member of the Committees of other companies in which he is Director	NIL	NIL
Number of Board Meeting Attended	NIL	NIL
List of Companies in which directorship held	1. Mishtann Foods Limited 2. Adja Technologies Limited	Nil
Relationship between directors	NA	NA
Number of Shares	NIL	NIL

held in the Company		
Remuneration during FY 21-22	NIL	NIL

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27/09/2022 at 11:00 A.M. and ends on 29/09/2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23/09/2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23/09/2022.

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 and joining virtual meeting 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.

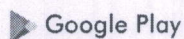
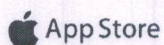
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is

	IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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 <csronak@ladhawala.in> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 cs@vinnyoverseas.in.
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 cs@vinnyoverseas.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

ROUTE MAP OF COMPANY / AGM VANUE

