

06.07.2023

The Bombay Stock Exchange Limited  
Listing /Corporate Listing Department  
Floor No. 25, P.J.Towers,  
Dalal Street,  
Mumbai-400001.

Dear Sir/Madam,

**Sub: Intimation of Annual General Meeting scheduled to be held on 28<sup>th</sup> July 2023**

**Scrip Code-530139**

With reference to the above captioned subject and Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform that:

The **29<sup>th</sup> Annual General Meeting of the Company** will be held on **Friday, the 28<sup>th</sup> July, 2023 at 11:00 A.M.** through **Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”)** from #26, 22nd Street, Rathinam Nagar, Thiruvanmiyur, Chennai – 600041 to transact the businesses as detailed in the Notice Convening Annual General Meeting (attached herewith).

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22<sup>nd</sup> July 2023 to Friday, 28<sup>th</sup> July 2023 (Both days inclusive) for the purpose of 29<sup>th</sup> Annual General Meeting.

Kindly consider the above information for your records.

Thanking You,

Yours Faithfully,  
For **Kreon Financial Services Limited**

**Vidyalakshmi R**  
**Company Secretary and Compliance Officer**

## KREON FINANCIAL SERVICES LIMITED

CIN: L65921TN1994PLC029317

Regd. Office: #26, 22nd Street, Rathinam Nagar,  
Thiruvanniyur, Chennai – 600041.

Telephone +91-44-42696634,

Website- [www.kreon.in](http://www.kreon.in) ; E-Mail: [info@kreon.in](mailto:info@kreon.in)  
[investor.relations@kreon.in](mailto:investor.relations@kreon.in)

### NOTICE OF THE ANNUAL GENERAL MEETING

It is with immense pleasure to hereby give the Notice that the 29<sup>th</sup> Annual General Meeting of Kreon Financial Services Limited will be held on Friday, 28<sup>th</sup> July 2023 at 11:00 AM through Video Conferencing or Other Audio Video Means, which shall be deemed to be held at the Registered Office of the Company at #26, 22<sup>nd</sup> Street, Rathinam Nagar, Thiruvanniyur, Chennai – 600041 to transact the following business:

#### ORDINARY BUSINESS

##### Item No.1 – Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March 2023

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

##### Item No.2 – Re-appointment of Ms. Henna Jain, Director

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Henna Jain (DIN # 08383395), who is liable to retire by rotation and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

##### Item No.3 – Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/ s Darpan Associates, Chartered Accountants (Firm Registration No. 016156S) be and are hereby appointed as the Statutory Auditors of the Company for the term of five financial years 2023-28, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 34<sup>th</sup> AGM of the Company to be held in the year 2028, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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### SPECIAL BUSINESS

#### Item No.4: Approval of Related Party transactions

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related parties on omnibus basis, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as mentioned herein below, upto 15 months and till the conclusion of the next Annual General Meeting, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of transaction</b>	<b>Maximum Limit upto</b>
M/s. Tatia Global Venntures Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.10 Crores
M/s. Tatia Global Venntures Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores
M/s. Ashram Online.com Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.7.5 Crores
M/s. Ashram Online.com Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores
M/s. Opti Products Private Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.25 Crores
M/s. Opti Products Private Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores
Mr.Jajjash Tatia	KMP	Borrowing of loans	Rs.10 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### Item No.5 – To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

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

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**“RESOLVED THAT** without prejudice to the borrowing power given by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 to the Board/Committee of the Company, pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and subject to rules, regulations, guidelines, notifications and circulars, if any, issued in this regard by the Reserve Bank of India under the Reserve Bank of India Act, 1934 and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches secured or unsecured, redeemable, Non-Convertible Debentures (“Debentures”) including but not limited to Subordinated/ Senior, Rated/ Unrated, Listed/ Unlisted, Debentures, Bonds, and/or other debt securities, etc., on private placement basis, during the period of one year from the date of passing of the special resolution by the Members, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) on such terms and conditions and at such times as may be decided by the Board to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of Debentures and other debt securities etc. shall not exceed the overall amount of borrowing of Rs. 50 Crores (Rupees Fifty Crores only) as may be approved by the Members under the provisions of section 180 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is here by authorized to negotiate and finalize the terms with the lenders and to sign requisite documents as may be found necessary, execute, modify or amend the documents wherever necessary and do all such other acts, deeds, things and undertakings as may be necessary for giving effect to the above resolution.”

Place: Chennai  
Date: 03.07.2023

By Order Of The Board  
For Kreon Financial Services Limited  
Sd/-  
Vidyalakshmi R  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### Item No.3 – Appointment of Statutory Auditors

M/s Darpan & Associates, Chartered Accountants (Firm Registration No. 016156S) were appointed as Statutory Auditor's to fill casual vacancy caused by resignation of M/s J V Ramanujam & Co., Chartered Accountants, at the Board meeting dated 17<sup>th</sup> January 2023 and approved by the shareholders through Postal ballot E-voting process for which the resolution was deemed to be passed on 15<sup>th</sup> April 2023, till the conclusion of the ensuing Annual General meeting.

Considering the evaluation of the past performance, experience and expertise of M/s Darpan & Associates, Chartered Accountants and based on the recommendation of the audit committee, it is proposed to appoint M/s Darpan & Associates, Chartered Accountants (Firm Registration No. 016156S) as statutory auditors of the Company for a term of five consecutive years till the conclusion of the 34<sup>th</sup> AGM of the Company in terms of the aforesaid provisions.

M/s Darpan & Associates, Chartered Accountants (Firm Registration No. 016156S), are willing to be appointed as the Statutory Auditors of the Company for a period of 5 years until the conclusion of the 34<sup>th</sup> Annual General Meeting and has given their consent. The Board recommends their appointment at the ensuing Annual General Meeting. The Board of Directors has adopted the Auditors Report as issued by the Statutory Auditor. The reappointment is subject to the approval of the shareholders.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The remuneration paid to M/s Darpan & Associates, for the financial year ending March 31, 2023 was Rs.40,000/- and the proposed remuneration to be paid to M/s Darpan & Associates for the financial year ending March 31, 2024, is Rs. 75000/- plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

M/s Darpan & Associates, Chartered Accountants, having Firm Registration No. 016156S, established in 2015, has expertise in Statutory Audit, Bank Audit, Tax Audit, Management Audit with partners having 9+ years of Experience in the Audit.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the proposed Resolution.

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### Item No. 4: Approval of Related Party Transactions

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 (including any statutory modifications or enactments thereof), a Company, shall obtain prior approval of shareholders for entering into related party transactions exceeding 10% of turnover as per last audited financial statements of the Company.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis.

Further as per SEBI Regulations listed above, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per its last audited financial statement.

In accordance with the statutory provisions mentioned above, and on the recommendation of the Audit Committee and the Board, the members approved the Related Party Transactions, in the previous Annual General meeting. The Company being a Non-banking Financial Company, considering the nature of transactions requiring omnibus approval, which is in the ordinary course of business and at arm's length basis, in which the approved limits may or may not be utilized by the Company, the Board propose the below mentioned limits for approval of the shareholders upto 15 months and till the conclusion of the next Annual General Meeting.

All disclosures as required under the Companies Act, 2013 read with Companies (Meeting of Board and its power) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and circulars issued by SEBI from time to time are given below:

Name of the Related Party	Nature of Relationship	Nature of transaction	Maximum Limit upto
M/s. Tatia Global Venntures Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.10 Crores
M/s. Tatia Global Venntures Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores
M/s. Ashram Online.com Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.7.5 Crores
M/s. Ashram Online.com Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores

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M/s. Opti Products Private Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Borrowing of Loans	Rs.25 Crores
M/s. Opti Products Private Limited	Enterprises over which the KMPs and their relatives can exercise significant influence	Lending of Loans	Rs.5 Crores
Mr.Jaijash Tatia	KMP	Borrowing of loans	Rs.10 Crores

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

Accordingly, all related parties of the Company, including the Directors or Key Managerial Personnel related to the abovementioned Companies shall not participate or vote on this resolution. The Board recommends this resolution set out in Item No.4 of this notice for approval of the Members to be passed as ordinary resolution.

Mr. Jaijash Tatia and Ms. Henna Jain, Directors and all promoters shall be deemed to be interested in the resolution. None of the other directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. Related parties shall not participate and/ or vote to approve this resolution.

### **Item No. 5: To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013**

The Board of Directors in order to broaden resources for business operations of the Company at their Board meeting held on 3<sup>rd</sup> July 2023, has decided to invite subscription for secured/unsecured Non-Convertible Debentures (NCDs), in one or more series /tranches on private placement basis, subject to approval of the shareholders.

The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of interest rate/effective yield determined, based on market conditions prevailing at the time of the issue. Valuation of securities not applicable to NCDs. The material terms will be determined by the Board of Directors of the Company based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a special resolution for each of the offers or invitations. However, pursuant to second proviso of said Rule 14(1) an offer or invitation for non-convertible debentures, the special resolution passed only once in a year is sufficient for all the offers or invitations for debentures during the year.

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Accordingly, without prejudice to the borrowing power given/to be given by the shareholders under Section 180 (1)(c) of the Companies Act, 2013, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant Rules made there under, as amended, and subject to other relevant rules, regulation, guidelines, and directions issued by Reserve Bank of India and Securities and Exchange Board of India, the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 5, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) on such terms and conditions and at such times as may be decided by the Board, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 5 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding in the Company, if any.



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## II. ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Ms.Henna Jain
Date of Birth	23/11/1994
DIN	08383395
Date of appointment	22/03/2019
Relationship with other directors	Relative of Mr.Jaijash Tatia (Whole Time Director)
Expertise in specific Function Area	Specializing in Operations and Marketing
Qualification	MA Economics and International Relations
Brief Profile	Ms. Henna Jain has completed MA (Hons) International Relations and Economics from University of St Andrews, Scotland. she has completed 3 advanced level online courses in Marketing, specialising in Social Media Marketing from Northwestern University, USA.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board and name of listed entities from which the director has resigned in the past three years	NIL
Shareholding in the Company	6,80,000 shares at Face Value of Rs.10/- each 23,20,000 warrants convertible into equity shares at a value of Rs.21/- each

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 , January 13, 2021 and December 28,2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and 15th January 2021 read with Circular No. SEBI/ HO/CFD/POD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 have permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be held at the Registered Office of the Company #26, 22<sup>nd</sup> Street, Rathinam Nagar, Thiruvanmiyur, Chennai – 600041, as the meeting shall be conducted from the said place.
3. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy in pdf/jpg format of the Board Resolution/Power of Attorney / Authority Letter authorising its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, E-mail at [investor.relations@kreon.in](mailto:investor.relations@kreon.in)
4. In case of any queries or issues regarding attending AGM through the link, you may contact Mr.Manish Shah on 9324659811 or write an email to [support@purvashare.com](mailto:support@purvashare.com)
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
9. As the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto. As stated the meeting is deemed to be held at Registered Office of the Company.
10. Electronic copy of the Annual Report for 2022-23 is being sent to all the members whose email ID’s are registered with the RTA/Depository Participants for communication purposes. The copies of the Annual Report will also be made available on Company’s website at [www.kreon.in](http://www.kreon.in) and at the Registered Office of the company for

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inspection during normal business hours on working days and also on the website of the stock exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com).

11. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re- appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
12. The Statutory Auditors M/s Darpan & Associates, Chartered Accountants, were appointed by the Board of Directors as the Statutory Auditors of the Company at their meeting held on 17<sup>th</sup> January 2023 to fill the casual vacancy caused by resignation of M/s J V Ramanujam & Co, Chartered Accountants and ratified by the shareholders through Postal Ballot eVoting process ended on 15<sup>th</sup> April 2023. Hence, the Board recommends their appointment for a further period of Five years from the forthcoming Annual General Meeting. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Appointment of Auditors at the AGM is furnished in the Explanatory statement to the Notice.
13. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 22.07.2023 to 28.07.2023 (both days inclusive) for the purpose of 29<sup>th</sup> AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least 7 days in advance of the Meeting so that the information required can be readily made available at the Meeting.
15. Updating of Members' Details  
To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively. Our Registrar and Share Transfer Agents, M/s. PurvaSharegistry (India) Pvt. Ltd., has provided the facility of easy updating of Email id and phone numbers. We urge the shareholders to update the same by clicking the following link <https://www.purvashare.com/email-and-phone-updation/> to ensure any further communications in a timely, faster and easier manner. The shareholders are requested to co-operate and support and do the needful at the earliest. Members holding shares in physical/demat form are requested to submit these additional details to RTA in the prescribed form.
16. Members are requested to:
  - a) Intimate to our RTA M/s. PurvaSharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near LodhaExcelus, Lower Parel, Mumbai-400011, changes, if any, in their registered addresses, at an early date, in case of Shares held in physical form;
  - b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialized form;
  - c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
  - d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
17. In line with the Ministry of Corporate Affairs ("MCA") Circulars, physical attendance of the Members to the EGM/AGM venue is not required and kindly note that company is exempted from sending physical copies of notice and annual report to shareholders for this year.

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### E-VOTING FACILITY

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the business to be transacted at the AGM on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

- i. The e-voting period commences from 25<sup>th</sup> July, 2023 (9.00 a.m. IST) and ends on 27<sup>th</sup> July, 2023, (5.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e 21st July, 2023.
- iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e., 21<sup>st</sup> July, 2023 (including those Members who may not receive this Notice of the Annual General Meeting due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

#### iv. Instructions to Members for e-voting are as under:

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3) If not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Users can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once</p>

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<p>in demat mode with NSDL</p>	<p>the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>d for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<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 eVoting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. or call at toll free No. 1800 22 55 33.</p>

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Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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### Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Members Holding Shares in Demat Form	For Members holding Shares in Physical Form
PAN*	Enter Your 10 Digit alpha – numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)
DOB# (or)	Enter The Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat account or Folio.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on <Company Name> on which you choose to vote.
- (v) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (ix) You can also take out a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) If the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

#### Note for Non – Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@kreon.in](mailto:investor.relations@kreon.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like 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 RTA at [support@purvashare.com](mailto:support@purvashare.com) with a copy to company mail id [investor.relations@kreon.in](mailto:investor.relations@kreon.in).
- ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 RTA at [support@purvashare.com](mailto:support@purvashare.com) with a copy to company mail id [investor.relations@kreon.in](mailto:investor.relations@kreon.in).
- iii. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@kreon.in](mailto:investor.relations@kreon.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting

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mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@kreon.in](mailto:investor.relations@kreon.in). These queries will be replied to by the company suitably by email.

- iii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.
- v. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date i.e., 21<sup>st</sup> July 2023.
- vi. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 29th AGM by email and holds shares as on the cut-off date i.e., 21<sup>st</sup> July 2023 may obtain the User ID and password by sending a request to the email address [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- vii. 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 or casting vote through e-Voting system during the meeting.
- viii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM in the name of such first holder in the order of names.

### GENERAL INSTRUCTIONS

- i. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form by contacting their Depository Participants ("DPs").
- ii. Members are requested to register / update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.
- iii. 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,



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requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.

- iv. M/s. Purva Shareregistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near Lodha Excelus, Lower Parel, Mumbai-400011 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, Members may send requests or correspond through their respective Depository Participants.
- v. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
- vi. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
- vii. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company's registrars Purva Shareregistry India Private Limited at support@purvashare.com in case the shares are held in physical form, quoting their folio no.

**THE COMPANY HAS APPOINTED M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES, PRACTICING COMPANY SECRETARY, CHENNAI, TO ACT AS SCRUTINIZER FOR CONDUCTING THE ELECTRONIC VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.**

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, and submit it to the Chairman or a person authorized by him in writing who shall counter-sign the same.

Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

### **Annual Report 2022-2023**

The results declared along with the scrutinizer's report will be placed on the Company's website [www.kreon.in](http://www.kreon.in) and the results shall also be communicated to the BSE Limited, where the shares of the Company are listed.

**By Order Of The Board  
For Kreon Financial Services Limited  
Sd/-  
Vidyalakshmi R  
Company Secretary**

**Place : Chennai  
Date : 03.07.2023**

## ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

<b>29<sup>th</sup> ANNUAL GENERAL MEETING</b>	
<b>Day &amp; Date</b>	<b>28<sup>th</sup> July 2023</b>
<b>Time</b>	<b>11.00 A.M</b>
<b>Venue</b>	<b>Through Video Conferencing or Other Audio-Visual Means</b> from the Registered Office of the Company #26, 22 <sup>nd</sup> Street, Rathinam Nagar, Thiruvanmiyur, Chennai – 600041
<b>Financial year</b>	<b>2022-23</b>
Listed on Stock Exchange	BSE Limited (BSE); Scrip Code : 530139
International Securities Identification Number (ISIN)	INE302C01018
<b>Date of Book Closure</b>	<b>22.07.2023 to 28.07.2023 (Both days inclusive)</b>
<b>Cut-off date for determining eligibility for E-voting</b>	<b>21.07.2023</b>
<b>Voting Start Date &amp; Time</b>	<b>25.07.2023 (Tuesday)</b>
<b>Voting End Date &amp; Time</b>	<b>27.07.2023 (Thursday)</b>
<b>E-voting website</b>	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	Mr.Manish Shah 9324659811 M/s. PurvaSharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near Lodha Excelus, Lower Parel, Mumbai-400011 <a href="mailto:support@purvashare.com">support@purvashare.com</a>