



**VEEDOL CORPORATION LIMITED**  
(formerly Tide Water Oil Co. (India) Ltd)  
CIN: L23209WB1921PLC004357

Registered Office: 'Yule House', 8, Dr. Rajendra Prasad Sarani, Kolkata – 700 001  
Tel.: 033 7125 7700; Fax: 033 2242 1087  
Website(s): www.veedolindia.com; www.veedol.com; Email: corporate@veedol.com

**POSTAL BALLOT NOTICE**

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Management and Administration) Rules, 2014 (the Rules), the Secretarial Standard-2 on General Meetings (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions, if any, of the SEBI Listing Regulations, and Circulars issued by the Ministry of Corporate Affairs and the Securities & Exchange Board of India in this regards (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by the members of the Company by means of postal ballot / remote electronic voting (e-voting).

Resolution No.	Particulars
1	<b>Ordinary Resolution</b> : Approve the appointment of Shri Kulbhushan Malhotra (DIN: 11507259) as a Non-Executive and Non-Independent Director of the Company.

Further, the MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by ballot through remote e voting system up further orders.

In compliance with the MCA and SEBI Circulars, , the Company is pleased to provide to its Members the facility to exercise their right to vote on the resolution appended to this notice through electronic voting only and for this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL"), for electronic voting platform for facilitating e-voting.

In compliance with the MCA and SEBI Circulars, this Postal Ballot Notice is being sent **only through electronic mode** to those Members whose names appear in the Register of Members/List of Beneficial Owners/ Record of Depositories as on Friday, 6<sup>th</sup> February, 2026 ("Cut-Off Date") and who have registered their email address with the Company/Registrar and Transfer Agents ("RTA") of the Company – Maheshwari Datamatics Pvt Ltd/Depositories or their respective Depository Participant(s).

If the email address of any Member is not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. **Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members.** Members are requested to provide their assent or dissent through remote e-voting only.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri Manoj Prasad Shaw, Practicing Company Secretary, Kolkata (FCS No. 5517), as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. Members have the option to vote by means of e-voting only. Members desiring to exercise their vote by electronic means are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the resolution set forth in the notice.

Commencement of remote e-voting:	Monday, 16 <sup>th</sup> February, 2026 (9:00 A.M.)
End of remote e-voting:	Tuesday, 17 <sup>th</sup> March, 2026 (5:00 P.M.)

\*E-voting module shall be disabled by NSDL for voting thereafter

The results of the voting will be displayed at the Registered Office as well as Corporate Office of the Company and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed/traded within a period of forty-eight hours from the conclusion of the e-voting.

Additionally, the results will also be uploaded on the Company's website, www.veedolindia.com and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing of the resolution shall be deemed to be 17<sup>th</sup> March, 2026, i.e. last date specified by the Company for e-voting.



An Ordinary Resolution proposed to be passed through postal ballot and a Statement pursuant to Section 102 of the Act ("Explanatory Statement") read with SEBI Listing Regulations pertaining to the said resolution setting out of material facts and the reasons/rationale is appended hereto, for your consideration and approval and forms part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

**SPECIAL BUSINESS :**

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

**"RESOLVED THAT** Shri Kulbushan Malhotra (DIN: 11507259) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company with effect from 3<sup>rd</sup> February, 2026 and who holds office up to the date of the approval received from Members through Postal Ballot in terms of Sections 152 and 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors ) Rules, 2014 and other applicable provisions of the Act, (including any modification or re-enactment thereof), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this Resolution."

By Order of the Board  
For VEEDOL CORPORATION LIMITED  
(formerly Tide Water Oil Co. (India) Ltd)  
Sd/-  
Abhijit Tikekar  
Company Secretary & Head Legal  
(M. No. ACS 20213)

Place: Mumbai  
Date: 2<sup>nd</sup> February, 2026

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts relating to the aforesaid Resolution and the reason/rationale relating to the Special Business proposed to be transacted and details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015"), SS-2 are annexed hereto and form part of this Postal Ballot Notice ("Notice").
2. In compliance with the provisions of Sections 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The Company has availed the services of National Securities Depository Limited ("NSDL").
3. In compliance with the MCA Circulars, the Notice is being sent only in electronic form to those Members, whose names appear in the Company's Register of Members / List of Beneficial Owners as received from the Depositories, the Company's Registrar and Transfer Agent ("RTA") as on Friday, 6<sup>th</sup> February, 2026 ("Cut-Off Date") and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants (in case of electronic shareholding). Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date i.e. Friday, 6<sup>th</sup> February, 2026 shall be eligible to cast their votes through postal ballot by remote e-voting and the voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the resolutions. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. The e-voting period commences on Monday, 16<sup>th</sup> February, 2026 at 09:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Tuesday, 17<sup>th</sup> March, 2026. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Friday, 6<sup>th</sup> February, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
6. The resolutions, if approved by requisite majority, will be deemed to be passed on 17<sup>th</sup> March, 2026 i.e. the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
7. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can also send an email to [general.meeting@veedol.com](mailto:general.meeting@veedol.com) mentioning his / her / its folio number / DP ID and Client ID.



8. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.
9. A Member need not use all his/her/its votes, nor does he/she/it need to cast all his/her/its votes in the same way.
10. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced on Wednesday, 18<sup>th</sup> March, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) on Wednesday, 18<sup>th</sup> March, 2026. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.veedolindia.com](http://www.veedolindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be displayed on the notice board at the Registered Office of the Company.
12. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
  - a. KYC details and Nomination.
  - b. Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
  - c. Email address to receive all communication through electronic means, including Annual Report and Notice of the general meeting.
13. The formats for nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and relevant FAQs published by SEBI can be viewed at the following link on Company's website: <https://www.veedolindia.com/investor/forms-for-shareholders>
14. Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective Depository Participants ('DPs').
15. Dispatch of this Postal Ballot Notice through email shall be announced through an advertisement published in English newspaper with nationwide circulation and vernacular newspaper with wide circular where the registered office of the Company is situated and shall be hosted on the Company's website at <https://www.veedolindia.com/investor/press-releases-and-disclosures>
16. Any query in relation to the Resolutions proposed to be passed through this Postal Ballot may be addressed to Mr. Abhijit Tikekar, , Company Secretary & Head Legal at Email: [abhijit.tikekar@veedol.com](mailto:abhijit.tikekar@veedol.com). Further, Members may refer the Frequently Asked Questions (FAQs) for query / grievance relating to the remote e-voting and e-voting user manual available under the Downloads section of NSDL's e-voting website – [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 or send an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call: 022-48867000.
17. Members are requested to carefully follow the instructions under the section 'Instructions for Remote E-voting' in this Notice, for exercising their votes.
18. Members of the Company under the category of 'Institutional Investors' are encouraged to vote.
19. Voting through electronic means (Electronic Voting):

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 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, 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.*
- 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shawmanoj2003@gmail.com](mailto:shawmanoj2003@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [contact@mdplcorporate.com](mailto:contact@mdplcorporate.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) [contact@mdplcorporate.com](mailto:contact@mdplcorporate.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## ANNEXURE TO THE NOTICE

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

#### Item No. 1

Vide its resolution dated 2<sup>nd</sup> February, 2026, the Board, on recommendation of Nomination and Remuneration Committee, appointed Shri Kulbhushan Malhotra (DIN: 11507259) as an Additional Director with effect from 3<sup>rd</sup> February, 2026 subject to approval of Members.

In terms of Regulation 17(1C)(a) of SEBI Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

Therefore, Shri Kulbhushan Malhotra (DIN: 11507259), Additional director is proposed to be appointed as a director by obtaining shareholders approval through postal ballot. Shri Kulbhushan Malhotra fulfils the core skills / expertise / competencies identified by the Board in the Company’s Nomination and Remuneration policy for appointment as a Director of the Company as required in the context of the Company’s business and the sector in which it operates. The resolution for approval of Members is proposed at item no. 1 of the postal ballot notice.

The notice in writing from a Member as required under Section 160 of the Act proposing candidature of Shri Kulbhushan Malhotra for the office of Director of the Company is received alongwith requisite fees.

Shri. Kulbhushan Malhotra has given his consent to act as Director of the Company. He has also confirmed that he is not disqualified from being appointed as a Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

The additional information regarding the Director recommended for the appointment as required under Regulation 36 of SEBI Listing Regulations and as per Secretarial Standards – 2 is provided at the end of the notice.

Shri Kulbhushan Malhotra (DIN: 11507259) holds an M.A. in Public Administration from Indira Gandhi National Open University (IGNOU) and a Bachelor of Administration from University of Delhi. He has over 34 years of rich and diverse experience in Government service, encompassing policy formulation, implementation, operations, human resource management, and financial administration, among other areas. He is presently working in the Ministry of Heavy Industries as Deputy Secretary since October 2025. Served as Under Secretary in the Ministry of Communications, Department of Telecommunications, for over two years. Served in the Department of Personnel & Training (DoPT) for more than nine years, handling a wide range of matters related to Government functioning and administration. He also acts as a Nominee Director in the Board of Andrew Yule and Company Limited.

None of the Directors or Key Managerial Personnel of the Company or their relatives as specified under Section 102(1)(a) of the Act is concerned or interested in the resolution.

However, Shri Kulbhushan Malhotra will be deemed to be interested in the proposed resolution.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant provisions of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India the details of Shri Kulbhushan Malhotra are provided as under:

1	Name of Director	Kulbhushan Malhotra
2	Brief Profile	As appearing in the explanatory statement provided above.
3	Date of Birth (Age in years)	24 <sup>th</sup> December, 1969 (56 years)
4	Date of Appointment	3 <sup>rd</sup> February, 2026
5	Expertise in specific functional area (Experience in years)	He has over 34 years of rich and diverse experience in Government service, encompassing policy formulation, implementation, operations, human resource management, and financial administration, among other areas.
6	Qualification	M.A. in Public Administration and a Bachelor of Administration
7	Shareholding in the Company (either personally or on beneficial basis)	Nil
8	List of other Public Limited Companies in which Directorship held	Andrew Yule & Co. Limited
9	List of listed entities from which resigned in the past three years	None
10	Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director (including listed entities from which resigned in the past three years)	None



11	Chairman/Member of the Committees of the Board of the Company	None
12	Disclosure of relationships between Directors inter-se and other Key Managerial Personnel.	No relationship shared between Directors inter-se. No relationship shared with any Key Managerial Personnel of the Company.
13	Terms and Conditions of appointment / reappointment	Non-Executive Director(s) are entitled to sitting fees. In terms of shareholders' resolution dated 23 <sup>rd</sup> August, 2024 they are also entitled to profit related commission not exceeding one percent per annum of the net profit of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules framed thereunder.
14	Remuneration sought to be paid / last drawn	As mentioned under Point 13.
15	Number of Board Meetings attended during the year	Not Applicable

The Board recommends an Ordinary Resolution set out at item no. 1 of the notice for approval of the Members.