

(FOUR STAR EXPORT HOUSE RECOGNISED BY GOVT. OF INDIA)  
INTEGRATED MANAGEMENT SYSTEM CERTIFIED AND PRACTICING COMPANY

Divisional Office :

No. 83 , 1st Main Road, R.A. Puram, Chennai 600 028, India.

Phone : +91 44 4227 7374 Fax : +91 44 4306 0622

E-Mail : loyal@loyaltextiles.com

GSTIN : Tamil Nadu : 33AAACL2632C1Z8, Andhra Pradesh : 37AAACL2632C1Z0

CIN : L17111TN1946PLC001361, PAN : AAACL2632C

August 17, 2022

The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 514036	The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol: LOYALTEX
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Dear Sir / Madam,

**Sub: Postal Ballot Notice**

We enclose herewith a copy of the Postal Ballot Notice dated August 08, 2022, for seeking approval of the Members of the Company on the resolutions forming part of the Postal Ballot Notice.

The Notice is sent by electronic mode today (17<sup>th</sup> August, 2022) to all the Members, who have registered their e-mail address with the Company / Depositories and whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 12<sup>th</sup> August, 2022.

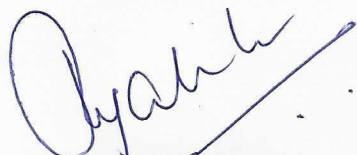
The remote e-voting commences on Friday, August 19, 2022 at 9.00 A.M. IST and ends on Saturday, September 17, 2022 at 5.00 P.M. IST and the result thereof will be declared on Monday, September 19, 2022.

The Notice is also available on the website of the Company [www.loyaltextiles.com](http://www.loyaltextiles.com). Further details and instructions for remote e-voting are contained in the Notice.

This is for your kind information and record.

Thanking You,

Yours faithfully  
For LOYAL TEXTILE MILLS LIMITED



P. MAHADEVAN  
COMPANY SECRETARY & COMPLIANCE OFFICER




Encl : As above

Registered Office :

No. 21/4, Mill Street, Kovilpatti 628 501, Tamil Nadu, India

Phone : +91 4632 220001-5 Fax : +91 4632 221353

E-Mail : kovilpatti@loyaltextiles.com,  : [www.loyaltextiles.com](http://www.loyaltextiles.com)



# LOYAL TEXTILE MILLS LIMITED

(CIN: L17111TN1946PLC001361)

Regd Office: 21/4, Mill Street, Kovilpatti 628 501

Email: [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com), Website: [www.loyaltextiles.com](http://www.loyaltextiles.com)

Phone: 04632-220001 Fax: 04632-221353

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## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

**Dear Shareholders,**

Notice is hereby given pursuant the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No.19/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time, and pursuant to other applicable laws and regulations, the resolution appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

In accordance with the provisions of the MCA Circulars, the Company will send the Postal Ballot Notice by email to all its Shareholders who have registered their email addresses with the Company or depository / depository participants. The shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Shareholders to cast their votes electronically.

The shareholders are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this postal ballot notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **17:00 Hours IST on Saturday, September 17, 2022** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Board of Directors have appointed Mr. S Hari Krishnan, Practicing Company Secretary (CP No.13740), Chennai, as the Scrutinizer, for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson or any other authorized person of the Company after the completion of scrutiny of the E-voting. The results shall be declared by the Chairperson or any other authorized person of the Company on **Monday, September 19, 2022** and would also be displayed on the Company's website [www.loyaltextiles.com](http://www.loyaltextiles.com)

Consent of the Shareholders is being sought for the following resolutions.

## **SPECIAL BUSINESS**

- 1. To approve the re-appointment of Mrs. Vijayalakshmi Rao, (DIN: 00259208) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Vijayalakshmi Rao, (DIN: 00259208), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from October 01, 2022 till September 30, 2027

- 2. To approve the appointment of Mr. Lakshmi Narayanan, (DIN: 00580679) as an Independent Director of the Company for a term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. Lakshmi Narayanan (DIN 00580679) who was appointed as an Additional Director of the company with effect from 8<sup>th</sup> August 2022 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from August 08, 2022 to August 07, 2027.

**By order of the Board**

**Valli M Ramaswami**

**Chairperson & Whole Time Director**

**Date: 08.08.2022**

**Place: Chennai**

**Registered Office:**

**21/4, Mill Street,**

**Kovilpatti – 628 501**

**Website: [www.loyaltextiles.com](http://www.loyaltextiles.com)**

## Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, August 12, 2022**.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.loyaltextiles.com](http://www.loyaltextiles.com) and website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)
4. Shareholders who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, GNSA Infotech Private Limited.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, August 12, 2022** will be considered for the purpose of e-voting.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, August 12, 2022**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. The Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by National Securities Depository Limited (NSDL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on **Saturday, September 17, 2022** i.e., the last date specified to cast the votes through e-voting process.

10. The e-voting period commences on **Friday, August 19, 2022 (09:00 hours IST) and ends on Saturday, September 17, 2022 (17:00 hours IST)** both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, August 12, 2022** may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
11. In terms of Secretarial Standard – 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for e-voting, i.e., **Saturday, September 17, 2022**. The Scrutinizer will submit his report to the Chairperson or any other authorized person after the completion of scrutiny, and the result of the voting by postal ballot will be announced on **Monday, September 19, 2022** and will also be displayed on the Company website [www.loyaltextiles.com](http://www.loyaltextiles.com). The results shall also be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
13. Member requiring any clarification may contact Mr. P. Mahadevan, Company Secretary & Compliance Officer at Telephone: 044 - 4227 7374 / E-mail: [investors@loyaltextiles.com](mailto:investors@loyaltextiles.com)

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

The remote e-voting period begins on 19<sup>th</sup> August 2022 at 09:00 A.M. and ends on 17<sup>th</sup> September 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**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>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 “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></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 “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 <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> </ol>



	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is 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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 above mentioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <b>evoting@nsdl.co.in</b> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at 022-23058738 or 022-23058542-43

**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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders / Member's section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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 [cskrishnan@gmail.com](mailto:cskrishnan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
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 toll free no: 1800-222-990 or send a request to Ms.Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@loyaltextiles.com](mailto:investors@loyaltextiles.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 shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

## **EXPLANATORY STATEMENT**

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Shareholders to consider for approval of the resolution.

### **Item No.1**

#### **Re-appointment of Mrs. Vijayalakshmi Rao, (DIN: 00259208) as an Independent Director**

The Board of Directors on recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mrs. Vijayalakshmi Rao as an Independent Director of the Company for a second term of five consecutive years with effect from October 01, 2022.

Mrs. Vijayalakshmi Rao is an independent Consultant with over 36 years' experience in industry, consulting and entrepreneurship. She offers mentoring and business advisory support to help entrepreneurs scale their business. She is associated as a Mentor with ISB Hyderabad, IIT Madras, TiE Chennai, Stanford Seed Spark and Keiretsu Forum.

She was a Director and Chief Operating Officer of Scope e-Knowledge Center Pvt. Ltd, Chennai, overseeing Operations and HR functions till July 2011. As part of the Board, she helped shape the company's strategic vision and future direction. She was part of the management team that built Scope into a global Knowledge Process Outsourcing organization and exited the company after its sale to Quattro BPO Solutions. She worked in Steel Authority of India Ltd, as Executive Assistant to the Chairman, assisting in strategy formulation and implementation. She started her career in 1982 with TI Cycles of India, part of the Murugappa Group, where she worked in the Marketing and Corporate Planning functions.

She is passionate about women's education, empowerment and entrepreneurship. She is an Advisor & Founder-Member of Empowering Women in IT (eWIT) a voluntary forum that seeks to enhance the share & sustainability of women in the IT/ITES industry. She is a Management Advisor for 'Association for Non-Traditional Employment for Women' (ANEW), an NGO that trains under-privileged girls and helps them find employment in the formal sector. She is a Charter Member of TiE, Chennai, assisting in their mentoring and educational initiatives.

She holds an MBA from IIM, Ahmedabad and is a Science graduate from Osmania University.

She has given necessary declaration that she satisfies the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mrs. Vijayalakshmi Rao, (DIN: 00259208), fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for her re-appointment as an Independent Director of the Company.

Your Directors recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in this Notice.

## **Item No.2**

### **Appointment of Mr. Lakshmi Narayanan, (DIN: 00580679) as an Independent Director**

The Board of Directors on recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Lakshmi Narayanan as an Independent Director of the Company for a term of five consecutive years with effect from August 08, 2022.

Mr. Lakshmi Narayanan is a technology industry professional, with over 30 years of experience in Europe, India, and the United States. His leadership experience includes corporate governance, customer relationship management, and organization strategy. As a founding member of Cognizant, he had been responsible for providing leadership for the company's high-touch customer relationship and delivery excellence model. In his role as the Vice Chairman of Cognizant, prior to his retirement, he guided strategic programs around customer advocacy, education, training, and leadership development. He is a past chairman of NASSCOM and was a member of the Board of U.S. India Business Council.

He has received awards and recognition from the industry, media, and academia. He is an alumnus of Bangalore University and the Indian Institute of Science, Bangalore and has pursuits in inclusive growth, education, and non-profits through Cognizant Foundation and other institutions, like the United Way. His focus on higher education includes Institutions like the Chennai Mathematical Institute, as a Director, Thiagarajan School of Management, as a Director and the ICT Academy as its Chairman.

He is Passionate about promoting entrepreneurship. In addition of making a number of investments, he is active TiE, Chennai and The Chennai Angels. He serves in the board of TVS Capital Funds, Sriram Capital and Kasturi & Sons Digital Venture.

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Lakshmi Narayanan, (DIN: 00580679), fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company.

Your Directors recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in this Notice.

**Date: 08.08.2022**  
**Place: Chennai**

**By order of the Board**  
**Valli M Ramaswami**  
**Chairperson & Whole Time Director**