



TVS SRICHAKRA LIMITED
CIN: L25111TN1982PLC009414
REGD.OFFICE: TVS BUILDING, 7-B WST VELI STREET, MADURAI 625001
Website : www.tvseurogrip.com
E-mail ID secretarial@eurogriptyres.com Telephone : 0452 2443300

POSTAL BALLOT NOTICE
(through e-voting)

(In terms of Section 110, 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

NOTICE is hereby given in terms of the provisions of Section 110, 108 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **Rules**) under the Companies Act, 2013 ("**Act**"), Clause 16 of Secretarial Standard-2 ("SS-2") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("**MCA Circular**"), the Special Resolutions contained herein are proposed to be passed by the members through electronic voting (remote e-voting).

The proposed resolutions together with the Explanatory Statement, pursuant to Section 102(1) of the Act, setting out the material facts and reasons for this purpose are being sent to the members.

Accordingly, the Postal Ballot Notice is being sent by email to all the members of the company, whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") and in the record of the Registrar and Share Transfer Agent ("**RTA**") of the Company. For more details in this regard, you are requested to refer to Note Nos. 3 to 6 of the Notice.

In accordance with Regulation 44 of Listing Regulations and in terms of Section 110 of the Act and other applicable laws, the Company for this purpose, has engaged National Securities Depository Limited ("**NSDL**") for facilitating the members to communicate their assent or dissent to the proposed resolutions through "remote e-voting".

The procedure for voting through "remote e-voting" is mentioned below the Explanatory Statement.

The voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 17th February, 2023 ("**Cut Off Date**").

The Board of directors ("**Board**") have appointed Mr. N Balachandran, Practicing Company Secretary, (CP no. 3200) Chennai, as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for remote e-voting and to cast their votes electronically during the period from **21st February, 2023 (9.00 AM) to 22nd March, 2023 (5.00 PM)** ("**Remote e-voting period**") by following the procedure as mentioned under the Explanatory Statement.

The Scrutinizer will submit his report to the Authorized Director or any Authorized person for declaration of the result of the remote e-voting on or before 24th March, 2023 at the registered office of the Company. The results of the e-voting and the Scrutinizer's report will also be placed on the Company's website www.tvseurogrip.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

The last date of e-voting is Wednesday, the 22nd March, 2023 and upon approval of the resolutions with requisite majority, the same shall be deemed to be the date of passing of the resolutions by the members of the Company.

Members requiring any clarification may contact Mr. Chinmoy Patnaik, Company Secretary at the Company's Plant located at Perumalpatti Road, Vellaripatti Village, Melur Taluk, Madurai or through e-mail viz., secretarial@eurogriptyres.com or telephone 0452 2443300

All documents, referred to in this Notice and the Explanatory Statement are open for inspection at the registered office of the Company during the office hours (between 10.00 A.M. and 12.00 Noon) on all working days upto 22nd March, 2023, excluding Saturday and Sunday.

SPECIAL BUSINESS

Item No.1

RE-APPOINTMENT OF MR R. NARESH AS MANAGING DIRECTOR (DESIGNATED AS EXECUTIVE VICE CHAIRMAN) FOR A FURTHER PERIOD OF THREE (3) YEARS EFFECTIVE FROM 16TH JUNE, 2023

TO CONSIDER PASSING THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

RESOLVED THAT in terms of the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, Articles of Association of the company, the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required and based upon the recommendation of the Nomination and Remuneration Committee of the Board, approval of the members is hereby accorded for the reappointment of Mr. R. Naresh (DIN 00273609), whose office is liable to retire by rotation, as Managing Director (designated as Executive Vice Chairman) of the company, for a further period of three (3) years effective from 16th June, 2023, on the terms and conditions including the remuneration, as may be decided by the Board of directors.

RESOLVED FURTHER THAT the remuneration payable to Mr. R. Naresh as Managing Director (designated as Executive Vice Chairman) of the company, together with the remuneration payable to other Non-Executive Director(s), shall be subject to a maximum of 10% of net profits of the company, calculated as per the provisions of the Act.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. R. Naresh, the company has no profits or its profits are inadequate, the company will pay salary and perquisites to the maximum as set out in Part II of Section II of Schedule V of the Companies Act, 2013 as minimum remuneration.

PERQUISITES AND ALLOWANCES

The value and details are set out in the explanatory statement to the notice of this Postal Ballot through e-voting.

RESOLVED FURTHER THAT the terms of the reappointment including the remuneration may be revised from time to time by the Board, based upon the recommendation of the Nomination and Remuneration Committee.

Item No.2

RE-APPOINTMENT OF MS. S.V. MATHANGI AS INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE (5) YEARS EFFECTIVE FROM 1st April, 2023

TO CONSIDER PASSING THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

RESOLVED THAT in terms of the provisions of Sections 149, 152 of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and such other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee of the Board, approval of the members is hereby accorded to the reappointment of Ms. S V Mathangi (DIN: 02596421) as Independent Director for second term of 5 consecutive years effective from 1st April, 2023.

On behalf of the Board of directors
Sd/-

SHOBHANA RAMACHANDHRAN
Managing Director
DIN: 00273837

Place: Madurai
Date: 9.2.2023

Encl:
Explanatory Statement in terms of Section 102 (1) of the Act and the procedure for remote e-voting”.

Annexure to the Notice of Postal Ballot through e-voting dated 9th February, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL RESOLUTIONS

The following Explanatory Statement sets out all the material facts relating to the special businesses set out in the Notice.

Item No.1

Mr. R. Naresh (DIN 00273609) aged about 65 years, is an engineering graduate. He holds 1,44,656 equity shares in the company. Mr. R. Naresh has close to four decades of experience in the automobile and rubber industries. He is the co-founder of the company and a strategist, coupled with technical knowledge and vast experience helps the company in expanding its commercial activities. He has in depth knowledge and understanding of the ever evolving trends in auto and tyre industries. He is an inspiring leader and well known in the corporate world. He was initially appointed as director on the board of the company on 2nd June, 1982.

He is also on the boards of M/s Sundaram Industries Private Limited, M/s TVS Argomm Private Limited, M/s SI Air Springs Private Limited, M/s TVS Sensing Solutions Private Limited, M/s TVS Srichakra Investments Limited, M/s Pusam Rubber Products Private Limited and M/s Uthiram Rubber Products Private Limited. He is not a member or Chairman in any committees of the board of the company. He has attended nine meetings of the Board during the financial year 2022-23 till 9th February, 2023. Currently he is drawing a remuneration of Rs.14.40 lakhs p.m plus 3% as commission on net profit.

Mr. R Naresh, Executive Vice Chairman was appointed as Managing Director, designated as Executive Vice Chairman of the Company, for a period of three (3) years with effect from 16th June, 2020. Mr. R. Naresh is a director whose office is liable to retire by rotation.

The terms of reappointment of Mr. R. Naresh have been recommended by the Nomination and Remuneration Committee at the meeting held on 9th February, 2023.

Your Board of directors at their meeting held on 9th February, 2023 have reappointed, subject to the approval of the members of the company, Mr. R Naresh, as Managing Director, designated as Executive Vice Chairman of the Company, for a period of three years effective from 16th June, 2023 with remuneration as may be recommended by the Nomination and Remuneration committee of the Board.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In addition to the above terms and conditions, he shall be entitled to the following benefits:

A) Perquisites and allowances: In addition to the salary, he shall be entitled to the following perquisites and allowances:

Medical reimbursement: Medical Expenses incurred for the Managing Director (designated as Executive Vice Chairman) and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. Additional expenses incurred towards his medical care may be reimbursed by the company as may be decided by the Board of directors.

Provision of chauffeur driven car for use on Company's business

Executive Vacation Allowance subject to a ceiling of one-month salary in a year according to the policy of the company.

Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities to be used for the business of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

B) Other Benefits

- a) Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - i) Encashment of leave at the end of the tenure.
 - ii) Personal Accident Insurance for an amount, the annual premium of which shall not exceed Rs.10,000/-.

The above benefits will not be included in the computation of the ceiling on perquisites.

The Board of directors are hereby authorized to alter or vary the scope of remuneration including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and payable to the Managing Director (designated as Executive Vice Chairman), within the overall limits specified by this resolution subject to the condition that in the event of there being no or inadequate profits, the remuneration shall be subject to the ceiling set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

The period of office of Mr. R Naresh shall be liable to determination by retirement by rotation. If Mr. R Naresh is reappointed as a director, immediately on retirement by rotation he shall continue to hold office of Managing Director (designated as Executive Vice Chairman) and such appointment as director shall not be deemed to constitute break in his appointment as Managing Director (designated as Executive Vice Chairman).

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015, the Board of directors recommend the Special Resolution set out at item no. 1 of the accompanying Notice for the approval of the members. The reappointment of Mr. R Naresh is appropriate and in the best interest of the Company.

Except for Mr. R Naresh, being appointee and Ms. Shobhana Ramchandhran, being his relative, none of the directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No.1.

The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.

Item No. 2

The Board of directors of your Company, based on the recommendation of Nomination and Remuneration Committee, has approved the reappointment of Ms. S.V. Mathangi as woman Independent Director of the company effective from 1st April, 2023. She was appointed as independent director of the company on 1st April, 2020.

Ms. S V Mathangi (DIN 02596421) is 48 years of age. She is a graduate in Physics and a member of the Institute of Chartered Accountants of India. She is a Registered Valuer and a Certified Business Analyst from Great Lakes Institute of Management.

She is the Winner of Shivayogam Award for being the Top Lady Candidate from Southern India in both CA Final and Intermediate Examination. She is an All India 8th Rank Holder in both CA Intermediate and Final examination.

Professionally she is well experienced in Consulting and Assurance services. She is having hands on experience in Diligence and valuations for Mergers and acquisitions for Listed Companies and Large Business Houses. She is having enormous working knowledge on accounting for financial instruments under Ind AS and implementation of Ind AS. She also has multi industry exposure including BFSI, Power, Manufacturing, Logistics, E-Commerce, FMCG, Software, Healthcare, Automotive and Realty. She is a member of the Stakeholders Relationship Committee and Risk Management Committee of the Company. She does not hold shares in the Company. She has attended nine meetings of the Board during the financial year 2022-23 till 9th February, 2023.

Nomination and Remuneration Committee has recommended the reappointment of Ms. S.V. Mathangi as Independent Director for a term of five (5) consecutive years on the Board of the Company.

Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, her association would be beneficial to the Company, and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Mrs. S.V. Mathangi as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years effective from 1st April, 2023 till 31st March, 2028.

Proposed remuneration is as per the resolution passed by the members of the company at the 35th Annual General Meeting held on 27th September, 2018 non-executive directors are entitled to a commission, in such manner and proportion as may be decided by the Board, subject to a maximum of 1% per annum of the net profits of the Company, in addition to the fee for attending meetings of the Board or Committees thereof or for any other purpose, whatsoever, as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings. Ms. S.V. Mathangi has received Rs.6,72,359/- as commission for the financial year 2021-22.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Company has received declaration from Ms. S.V. Mathangi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations, among others. Her name is present in the data bank of Independent Directors and has passed the online proficiency test conducted by Indian Institute of Corporate Affairs and is in compliance of Section 150 of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board, Ms. S.V. Mathangi fulfills the conditions and skillset as required under the Act and Listing Regulations for her reappointment as Independent Director and is independent of the management.

Copy of draft letter of appointment of Ms. S.V. Mathangi as Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Registered Office of the Company during the office hours (between 10.00 A.M. and 12.00 Noon) on all working days upto 22nd March, 2023, excluding Saturday and Sunday.

Except Ms. S V Mathangi, being appointee, none of the directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No.2.

The Explanatory Statement together with the accompanying Notice may be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.

The Board recommends the Special Resolution set out at item no. 2 of the accompanying notice for approval of the members.

On behalf of the Board of directors
Sd/-

SHOBHANA RAMACHANDHRAN
Managing Director
DIN:00273837

Place: Madurai

Date: 9th February, 2023

NOTES

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the Postal Ballot Resolutions by remote e-voting process and the special businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations.
- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special businesses to be transacted is annexed hereto.
- (3) This Notice is being sent to the members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited / Central Depository Services (India) Limited (**'Depositories'**) as at the close of business hours on Friday, **17th February, 2023 ('cut-off date')**. Members as on the cut-off date would be entitled to vote by way of e-voting and a person who is not a member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents (**'RTA'**), or the Depositories as on the Cut off date.
- (4) It is clarified that for permanent registration of email address, the members are however requested to register their email addresses, in respect of electronic holdings with the Depositories / Depository Participant and in respect of physical holdings with the RTA.

- (5) Company will issue necessary advertisements in the newspaper / e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.
- (6) The Communication of the assent / dissent to the Resolutions proposed in the Notice would take place only through remote e-voting.
- (7) Resolutions passed by the members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (8) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, Company has provided facility to members to exercise their votes through electronic means i.e. remote e-voting and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting are annexed to the Notice.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com.
- (10) The Board of directors have appointed Mr. N Balachandran, Practicing Company Secretary (CP No. 3200) as Scrutinizer to conduct the postal ballot with voting through e-voting process in a fair and transparent manner.
- (11) The Scrutinizer will submit his report to the Executive Vice Chairman / Managing Director / Company Secretary of the Company.
- (12) The results of the postal ballot will be announced by any one of the following namely, the Executive Vice Chairman / Managing Director / Company Secretary **on or before Friday, 24th March, 2023 at the registered office of the Company**
- (13) The **results of the postal ballot will be communicated** to the stock exchanges where the Company's equity shares are listed and posted on the Company's website – www.tvseurogrip.com **on or before Friday, 24th March, 2023.**
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
- (16) The voting on the resolutions proposed in this Notice will be done only by remote e-voting. As per the Section 2(65) of the Act, the term 'Postal Ballot' means voting by post or through any electronic mode. For avoidance of any doubt due to the general understanding of meaning of 'postal ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'postal ballot') which appropriately clarifies that the manner of voting on the Resolutions are restricted to voting only through remote e-voting.

Instructions to be followed by members voting through electronic means

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

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@eurogriptyres.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) to secretarial@eurogriptyres.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.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.