

# **MILESTONE GLOBAL LIMITED**

**CIN: L93000KA1990PLC011082**

**Registered Office:** 54B, Hoskote Industrial Area, KIADB, Chintamani Road, Hoskote-562114,  
Bangalore, India

**Ph No:** 91-80-27971334 **Email ID:**alkasgl@yahoo.com

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

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Date: 18<sup>th</sup> August, 2021

To,

**The Department of Corporate Services**

Bombay Stock Exchange Limited  
Phiroz Jeejeebhoy Towers, Dalal Street,  
Mumbai 400 001

Dear Sir,

Sub: - Annual Closure of Register of Members and Transfer Books for year 2020-2021

Ref: - Regulation 42 under SEBI Listing Regulations 2015(LODR - reg.

**Scrip Code: 531338**

With reference to the above cited subject, we wish to inform that as per Regulation 42 under SEBI Listing Regulations 2015(LODR), the company is going to close its Register of Members and Share Transfer books for the FY 2020-2021 from 19<sup>th</sup> September, 2021 to 25<sup>th</sup> September, 2021 (both date inclusive) in coincide with ensuing 31<sup>st</sup> Annual General Meeting (AGM) of the Company to be held on Saturday, the 25<sup>th</sup> September, 2021 at 11:00 a.m. via Video Conference.

About the book closure, it is prominently printed in the portion of notes to notice of AGM. A copy of the AGM Notice-2021 is enclosed for your ready reference.

The Annual Report-2021 has been duly emailed to all those shareholders whose email addresses are registered with the Company's RTA/Depository Participant(s).

We are further to inform you that a public notice is being published in the news papers (Vernacular and English Language) informing the Notice of AGM-2021 along with details on the manner of attending the AGM and casting votes by the shareholders.

This is for your information and Records.

Please acknowledge the receipt of the same and oblige.

Thanking you.

Yours faithfully

For **Milestone Global Limited**

for **MILESTONE GLOBAL LIMITED**

  
COMPLIANCE OFFICER

Anita Rawat

**Company Secretary**

Encl: As above.

**Milestone Global Limited**

**Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114,  
Karnataka**

**Telephone: 080 27971334 Fax: 080 2797 1537 Website: [www.milestonegloballimited.com](http://www.milestonegloballimited.com)**

**CIN – L93000KA1990PLC011082**

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**Notice**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Members of Milestone

approval of the Board, be and is hereby appointed as Independent Director not liable to retire by rotation to hold office for a term of 5 consecutive years commencing from 13<sup>th</sup> March, 2021.

**RESOLVED FURTHER THAT** Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient in order to giving effect to this resolution.”

#### **4. Approval for Appointment of Mr. Tek Chand Bhardwaj as Independent Director of the Company**

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

**RESOLVED THAT** Mr. Tek Chand Bhardwaj (09087201) who was appointed as Additional Director with effect from 13<sup>th</sup> March, 2021, in the capacity of Non-Executive Independent Director, pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule V and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommendation of Nomination and Remuneration Committee and approval of the Board, be and is hereby appointed as Independent Director not liable to retire by rotation to hold office for a term of 5 consecutive years commencing from 13<sup>th</sup> March, 2021.

**RESOLVED FURTHER THAT** Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient in order to giving effect to this resolution.”

#### **5. Appointment of Ms. Nikita Agarwal as Whole Time Director for a period of 5 years**

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the Board of directors of the company and the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification of re-enactment thereof) read with Schedule V thereof, consent of the members of the Company be and is hereby accorded to the appointment of Ms. Nikita Agarwal as the Whole Time Director of the Company for a period of 5 years with effect from 13<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026.

**RESOLVED FURTHER THAT** Ms. Nikita Agarwal shall be paid a monthly remuneration starting from Rs. 1,50,000/- per month, which may be increased to Rs. 5,00,000/- per month during a period of 3 years from the date of her appointment, and that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are hereby authorized to further increase the remuneration (beyond Rs. 5,00,000/- per month) of the said Whole Time Director (within the aforesaid period of 3 years) upto the maximum limit of Rs. 84 lacs per annum permissible as per Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and /or the Company Secretary, be and are hereby severally authorized to

do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard and to do all such acts, deeds and things as are necessary and incidental thereto.”

**6. Fixing remuneration of Mr. Fiyaz Ahmed, Whole Time Director for his remaining tenure as a Whole Time Director**

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the Board of directors of the company and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, Mr. Fiyaz Ahmed who was re-appointed as a Whole Time Director w.e.f. 3<sup>rd</sup> March, 2018 for a period of 5 years i.e. till 2<sup>nd</sup> March 2023 and who was getting a remuneration of Rs. 50,000/- which was valid for a period of 3 years from the date of his reappointment (i.e. till 2<sup>nd</sup> March 2021) and for whom fresh approval is needed for payment of remuneration for his remaining term as Whole Time Director, be paid a remuneration starting from Rs. 50,000/- per month which may be increased to Rs. 1,00,000/- per month till his remaining tenure as Whole Time Director and that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, are hereby authorized to further increase the remuneration (beyond Rs. 1,00,000/- per month) of the said Whole Time Director subject to the maximum limit of Rs. 84 lacs per annum permissible under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the payment of remuneration of Rs. 50,000/- per month to Mr. Fiyaz Ahmed as Whole Time Director with effect from 3<sup>rd</sup> March, 2021 be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By order of the Board of Directors of  
**Milestone Global Limited**

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi

Sd/-  
Alok Krishna Agarwal  
Chairman

## NOTES:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the forthcoming AGM of the Company is being held through VC. Hence, Members can attend and participate in the ensuing AGM through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
5. The requisite registers will be available electronically for inspection by the members during the AGM and will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
6. Members holding shares in electronic form are requested to intimate any changes in their address, e-mail id and signature to their respective Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in Physical form are requested to intimate such changes to **Integrated Registry Management Services Private Limited (“RTA”)**, the Company’s Registrar and Share transfer Agent
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting facility provided by the Central Depository Services (India) Limited {CDSL}. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. M. Jagadeesh, Lawyer as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
8. The e-voting period commences on Wednesday, 22nd September, 2021 (9:00 a.m. IST) and ends on Friday, 24th September, 2021 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 18th September, 2021 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting

rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA Integrated Registry Management Services Private Limited at "irg@integratedindia.in, to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting

Type of holder	Process to be followed
Physical	Send a request to the RTA of the Company, Integrated Registry Management Services Private Limited at irg@integratedindia.in providing Folio No., Name of member, 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) for registering email address.
Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP

12. Members may note that the Notice calling the AGM has been uploaded on the website of the Company at [www.milestonegloballimited.com](http://www.milestonegloballimited.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
14. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL and will also be displayed on the Company's website.

15. Since the AGM will be held through VC, the proxy form, attendance slip and poll paper are not attached to this Notice.
16. The Register of Members and Transfer books of the company will remain closed from 19<sup>th</sup> September 2021 to 25<sup>th</sup> September 2021 (both date inclusive) as annual closure.
17. The Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated 21 April and 29 April 2011, respectively), has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode. Therefore, Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the RTA.
18. Under the provisions of Sections 72 of the Companies Act, 2013, a shareholder is entitled to nominate, in the prescribed manner, a person to whom his shares in the company, shall vest after his lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company/RTA.
19. The Company will be disclosing to the Stock Exchanges, as per Regulation 44, under SEBI Listing Regulation 2015 (LODR), the details of results of voting on each of the resolutions proposed in this Notice.

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi

For **Milestone Global Limited**  
Sd/-  
Alok Krishna Agarwal  
Chairman

## **Explanatory Statement Pursuant To Section 102 (1) Of The Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice:

### **Item No. 3 and 4:**

Mr. Naveen Chawla and Mr. Mayank Bughani had notified their intention to continue as Independent Directors of the Company until 31st March 2021. Therefore, it was necessary to appoint two new Independent Directors in place of Mr. Naveen Chawla and Mr. Mayank Bughani.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj as Additional Directors in the capacity of Non-Executive Independent Directors of the Company with effect from 13<sup>th</sup> March, 2021 for a term of 5 consecutive years subject to approval of shareholders in the ensuing Annual General Meeting.

As Additional Directors, both Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj holds office till the date of AGM and are eligible for being appointed as Independent Directors. The Company has received all statutory disclosures and including consent in Form DIR-2, intimation in Form DIR-8 and declarations from both of them confirming that they meet the criteria as prescribed under the Companies Act, 2013 and SEBI LODR Regulations, 2015. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the Mr Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj to the office of Independent Director.

Mr. Somendra Agarwal has done post-graduation in Business Administration from Icfai Business School, Hyderabad. He is presently associated as a Consultant with Vaishno Securities, Mumbai since April 2012. He has worked as AVP Investments in Barclays Wealth & with Religare Securities as AVP Derivatives & Technicals and was also associated with BRICS Securites, Mumbai, India Infoline, Mumbai as Derivatives & Technical Analyst. He has an excellent academic and professional record.

On the other hand, Mr. Tek Chand Bhardwaj is retired Colonel of the Indian Army. He has served the Indian Army from 1965 till 1995. He has graduated in the year 1964 from the University of Punjab. He is a man of great principles and has well developed management and problem solving skills. During his distinguished service in the Indian Army spanning over 30 years, he has gained extensive experience in Senior Level strategic management, HR Management and general management.

Your Board believes that induction of the aforesaid Independent Directors on the Board will support in broadening overall expertise of the Board and will bring wide experience.

Except for Mr. Somendra Kumar Agarwal and Mr. Tek Chand Bhardwaj, none of the directors are in any way concerned or interested in the resolutions set out in item no. 3 and 4.

The Board of Directors accordingly recommends the Ordinary Resolutions set out in Item No. 3 and 4 above for the approval of the members.



## **Item No. 5**

Ms. Nikita Agarwal is a Director in the Company as well as an employee working as a “Sales and Marketing Head”. The Nomination and Remuneration Committee, in its meeting held on 13<sup>th</sup> August, 2021, had proposed that Ms. Nikita Agarwal, being a Director as well as an employee of the Company, is technically a Whole Time Director and should be designated as such. The Committee further recommended that remuneration payable to her shall also be governed in terms of the provisions as are applicable to a Whole Time Director. Accordingly, the Board of Directors, in their meeting held on 13<sup>th</sup> August, 2021, had appointed Ms. Nikita Agarwal as a Whole Time Director for a period of 5 years with effect from 13<sup>th</sup> August, 2021 to 12<sup>th</sup> August, 2026, subject to approval of shareholders in the ensuing Annual General Meeting.

In the said Board Meeting, it had been proposed, subject to the approval of shareholders in the ensuing Annual General Meeting, to pay her a remuneration starting from Rs. 1,50,000/- per month, which may be increased to Rs. 5,00,000/- per month during the period of 3 years from the date of her appointment, and which further may be increased beyond Rs. 5,00,000/- by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, upto the maximum limit of Rs. 84 lacs per annum as permissible under Schedule V of the Companies Act, 2013.

Ms. Nikita Agarwal is associated as an employee of the Company since the year 2014 and her performance, dedication towards the company is exceptionally commendable, and your directors feel that she will be an asset to the Company.

Additional information in respect of Ms. Nikita Agarwal pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-A to this notice.

Additional information as required by Schedule V of the Companies Act, 2013 is given at Annexure B to this notice.

Except Ms. Nikita Agarwal and Ms. Alka Agarwal, none of the directors, key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out in item no. 5

The Board of Directors recommends the resolution in relation to designating and appointing Ms. Nikita Agarwal as Whole Time Director of the Company, as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

### **ANNEXURE-A:**

Details of director seeking appointment as WTD

[pursuant to Reg 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards 2]

Name of the director	Nikita Agarwal
Date of Birth	27 <sup>th</sup> April, 1995
Age	26 years
Date of appointment	13 <sup>th</sup> August, 2021

Relationship with Directors and KMP	Daughter of Ms. Alka Agarwal (CEO)
Qualification	Bachelor of Business Administration (BBA)
Experience	8 years
Name of listed entities in which she holds directorship and membership of committees of the Board	NIL
Membership of committees of other Boards	NIL
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Appointed as Whole Time Director for a period of 5 years with effect from 13 <sup>th</sup> August, 2021 to 12 <sup>th</sup> August, 2026 at a monthly remuneration starting from Rs. 1,50,000/- per month , which may be increased to Rs. 5,00,000/- per month during a period of 3 years from the date of her appointment and which further may be increased beyond Rs. 5,00,000/- per month on the recommendation of NRC committee subject to the maximum limit of Rs. 84 lacs per annum permissible as per Schedule V of the Companies Act, 2013
Shareholding details	3400 Shares
Last drawn remuneration	Rs. 1,25,000/- per month

## **ANNEXURE-B**

Additional information required under Schedule V of the Companies Act, 2013

### **I. General Information**

1.	Nature of Industry	a) Granite Industry b) Service- Translation and Localization																											
2.	Date or expected date of commencement of commercial production	NA																											
3.	In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA. The Company was incorporated on 23.07.1990																											
4.	Financial Performance based on given indicators-	The information is being provided from the audited accounts for the financial year ended on 31st March 2018, 2019 and 2020																											
	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Amount in Rs.</th> </tr> <tr> <th>31<sup>st</sup> March 2020</th> <th>31<sup>st</sup> March 2019</th> <th>31<sup>st</sup> March, 2018</th> </tr> </thead> <tbody> <tr> <td><b>Total Income</b></td> <td>12,14,95,980</td> <td>11,50,83,575</td> <td>9,48,26,202</td> </tr> <tr> <td><b>Total Expenses</b></td> <td>11,97,34,775</td> <td>11,36,62,795</td> <td>9,41,93,487</td> </tr> <tr> <td><b>Net Profit</b></td> <td>12,11,908</td> <td>11,20,277</td> <td>11,33,562</td> </tr> <tr> <td><b>Paid Up Capital</b></td> <td>5,01,75,000</td> <td>5,01,75,000</td> <td>5,01,75,000</td> </tr> <tr> <td><b>Reserves &amp; Surplus</b></td> <td>2,38,87,910</td> <td>2,26,76,002</td> <td>2,04,22,163</td> </tr> </tbody> </table>	Particulars	Amount in Rs.			31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019	31 <sup>st</sup> March, 2018	<b>Total Income</b>	12,14,95,980	11,50,83,575	9,48,26,202	<b>Total Expenses</b>	11,97,34,775	11,36,62,795	9,41,93,487	<b>Net Profit</b>	12,11,908	11,20,277	11,33,562	<b>Paid Up Capital</b>	5,01,75,000	5,01,75,000	5,01,75,000	<b>Reserves &amp; Surplus</b>	2,38,87,910	2,26,76,002	2,04,22,163	
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<b>Reserves &amp; Surplus</b>	2,38,87,910	2,26,76,002	2,04,22,163																										
5.	Foreign Investment or Collaborations, if any	NA																											

## II. Information about the Appointee

1. **Background Details: Ms Nikita Agarwal, aged 26 years, has done Bachelor of Business Administration from St. Josephs College of Commerce.** She has been associated with the Company since August 2013. She is the daughter of Ms. Alka Agarwal, the CEO of the Company. She was initially appointed as Marketing Head of the Company. With her exceptionally good performance, she was made the Sales and Marketing Head and later on inducted as Director of the Company in March 2017. She is hardworking and the Board is confident that she will take the Company to great heights.
2. **Past Remuneration Paid as Sales and Marketing Head:**

2019-2020	:	Rs. 12,00,000/-
2018-2019	:	Rs. 9,00,000/-
2017-2018	:	Rs. 7,20,000/-
3. **Recognition or Awards:** Nil
4. **Job Profile and her suitability:** Ms. Nikita Agarwal has been associated with the Company since August 2013. She has played a pivotal role in all strategic business policies / decisions of the company since the time of her association with the Company as Director. Ms. Nikita has developed business in new markets in Canada and Eastern Europe. She has been instrumental in developing new customers in the UK and Ireland. Ms. Nikita is also leading new initiatives at the Company and she is working on expanding our new Localization vertical.
5. **Remuneration proposed:** Rs. 2,50,000/- per month which may be increased upto 5,00,000/- per month.
6. **Comparative remuneration with respect to industry, size of company, profile of the position and person:** The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is incommensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.
7. **Pecuniary relationship directly or indirectly with the company's managerial personnel, if any:** Yes, She is the daughter of CEO of the Company.

## III. Other information

1. **Reason of Loss or inadequate profits:** Non-availability of good quality rough granite blocks, sharp increasing in the prices of rough granite blocks i.e the primary raw materials, high input costs the turnover was affected and consequently the profitability was also reducing substantially.

2. **Steps taken or proposed to be taken-** Steps are being taken to improve the performance of the Company. Better inventory and Working Capital Management and Cost optimization are some of the measures being taken to improve the performance of the Company.
3. **Expected increase in productivity and profits in measurable term-** Granite exports are finding their feet back after being in doldrums last year due to the coronavirus restrictions. Demand is up from most of the major markets. We expect demand to grow and exceed pre-covid levels in the next financial year. The company has entered a new industry, localization and translation services. The Indian translation industry is young and evolving as compared to the translation industry in developed nations which have organised workflows in place.

#### IV. **Disclosures**

Requisite information has been given under the section on Corporate Governance in the Annual Report-2021

#### **Item No. 6**

Mr. Fiyaz Ahmed was reappointed as a Whole Time Director for a period of 5 years from 3<sup>rd</sup> March 2018 till 2<sup>nd</sup> March 2023. The Shareholders' approval for the same was taken in AGM held on 15<sup>th</sup> September, 2018. Further Shareholders' approval was also taken for payment of remuneration of Rs. 50,000 per month for a period of 3 years from the date of appointment in terms of Schedule V of Companies Act, 2013 and which was valid till 2<sup>nd</sup> March, 2021.

Therefore, the approval from the shareholders for payment of remuneration to Mr. Fiyaz Ahmed for the remaining tenure as Whole Time Director till 2<sup>nd</sup> March, 2023 is required

Accordingly, the Board of Directors, in their meeting held on 13<sup>th</sup> August, 2021, had proposed to pay a remuneration starting from Rs. 50,000/- per month, which may be increased to Rs. 1,00,000/- per month till his remaining tenure as Whole Time Director and which further may be increased beyond Rs. 1,00,000/- by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee upto the maximum limit of Rs. 84 lacs per annum as permissible under Schedule V of the Companies Act, 2013.

Except Mr. Fiyaz Ahmed, none of the directors are concerned or interested in the resolution.

Additional information as required by Schedule V of the Companies Act, 2013 is given at Annexure A to this notice.

The Board of Directors recommends the resolution in relation payment of remuneration to Mr. Fiyaz Ahmed as Whole Time Director of the Company, as set out in Item No. 6 for approval of the Members by way of an Ordinary Resolution.

#### **ANNEXURE A**

Additional information as required by Schedule V of the Companies Act, 2013 is given below:

##### **I. General Information**

1.	Nature of Industry	a) Granite Industry b) Service- Translation and Localization																											
2.	Date or expected date of commencement of commercial production	NA																											
3.	In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA. The Company was incorporated on 23.07.1990																											
4.	Financial Performance based on given indicators	The information is being provided from the audited accounts for the financial year ended on 31st March 2018, 2019 and 2020																											
	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Amount in Rs.</th> </tr> <tr> <th>31st March 2020</th> <th>31st March 2019</th> <th>31st March, 2018</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>12,14,95,980</td> <td>11,50,83,575</td> <td>9,48,26,202</td> </tr> <tr> <td>Total Expenses</td> <td>11,97,34,775</td> <td>11,36,62,795</td> <td>9,41,93,487</td> </tr> <tr> <td>Net Profit</td> <td>12,11,908</td> <td>11,20,277</td> <td>11,33,562</td> </tr> <tr> <td>Paid Up Capital</td> <td>5,01,75,000</td> <td>5,01,75,000</td> <td>5,01,75,000</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>2,38,87,910</td> <td>2,26,76,002</td> <td>2,04,22,163</td> </tr> </tbody> </table>	Particulars	Amount in Rs.			31st March 2020	31st March 2019	31st March, 2018	Total Income	12,14,95,980	11,50,83,575	9,48,26,202	Total Expenses	11,97,34,775	11,36,62,795	9,41,93,487	Net Profit	12,11,908	11,20,277	11,33,562	Paid Up Capital	5,01,75,000	5,01,75,000	5,01,75,000	Reserves & Surplus	2,38,87,910	2,26,76,002	2,04,22,163	
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5.	Foreign Investment or Collaborations, if any	NA																											

## II. Information about the Appointee

- Background Details:** Mr. Fiyaz Ahmed aged 70 years has been associated with the Company since its inception and has an experience of more than 33 years in the granite industry. His association as a Whole Time Director of the Company is in the interest of the Company
- Past Remuneration Paid:**

2019-2020 : Rs. 6,00,000/-

2018-2019 : Rs. 6,00,000/-

2017-2018 : Rs.3,61,200/-
- Recognition or Awards:** Nil
- Job Profile and his suitability:** Mr. Fiyaz Ahmed has been actively associated in its business operation right from the day he joined the company. He has played a pivotal role in all strategic business policies / decisions of the company.
- Remuneration proposed:** Rs. 50,000/- per month which may be increased upto 1,00,000/- per month.
- Comparative remuneration with respect to industry, size of company, profile of the position and person:** The proposed remuneration is in tune with the current remuneration

packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is incommensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company.

7. **Pecuniary relationship directly or indirectly with the company's managerial personnel, if any:** No

### **III. Other information**

1. **Reason of Loss or inadequate profits:** Due to Non-availability of good quality rough granite blocks, sharp increasing in the prices of rough granite blocks i.e the primary raw materials, high input costs the turnover was affected and consequently the profitability was also reducing substantially.
2. **Steps taken or proposed to be taken:** Steps are being taken to improve the performance of the Company. Better inventory and Working Capital Management and Cost optimization are some of the measures being taken to improve the performance of the Company.
3. **Expected increase in productivity and profits in measurable term:** Granite exports are finding their feet back after being in doldrums last year due to the coronavirus restrictions. Demand is up from most of the major markets. We expect demand to grow and exceed pre-covid levels in the next financial year. The company has entered a new industry, localization and translation services. The Indian translation industry is young and evolving as compared to the translation industry in developed nations which have organised workflows in place.
4. **Disclosures:** Requisite information has been given under the section on Corporate Governance in the Annual Report-2021

**For Milestone Global Limited**

Sd/-

Alok Krishna Agarwal  
Chairman

Date: 13<sup>th</sup> August, 2021  
Place: New Delhi



Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114,  
Karnataka

Telephone: 080 27971334 Fax: 080 2797 1537 Website: [www.milestonegloballimited.com](http://www.milestonegloballimited.com)  
CIN - L93000KA1990PLC011082

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### **CDSL e-Voting System for Remote e-voting and e-voting during AGM**

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Members may note that the 31<sup>st</sup> Annual General Meeting (AGM) will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the Circulars. The facility to attend the meeting through VC will be provided by CDSL.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.milestonegloballimited.com](http://www.milestonegloballimited.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

### **Instructions for Shareholders for remote E-Voting are as under**

The details of the process and manner for remote e-voting are explained below:

1. The voting period begins on Wednesday, 22<sup>nd</sup> September, 2021 (09:00 a.m. IST) and ends on Friday, 24<sup>th</sup> September, 2021 (05:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. as on 18<sup>th</sup> September, 2021 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) 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 or joining virtual meeting &amp; voting</p>



	<p>during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) 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></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>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [alkasgl@yahoo.com](mailto:alkasgl@yahoo.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM fale(g)1Tf 110(a)-2..96927()-0.(r)-4

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.