

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019

Tel: 011-26444812 Website: www.uniofficeautomation.com ,

E-mail : investor@hcl.com

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting (“AGM”) of the members of Universal Office Automation Limited (“Company”) will be held on Wednesday, 28th day of August, 2024 at 3:30 P.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), as mentioned in the notes to this Notice, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and of the Auditors thereon.

ITEM NO. 2 – RE- APPOINTMENT OF MS RITA GUPTA (DIN 00899240) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Ms Rita Gupta (DIN – 00899240), who retires by rotation and being eligible, has offered for re - appointment as a Director liable to retire by rotation in terms of section 156 (2) of the Companies Act, 2013.

ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS

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

“**RESOLVED** that pursuant to the provisions of Section 139 ,141, 142 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s V Nagarajan & Co, Chartered Accountants, New Delhi, (FRN 004879N) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years commencing from the conclusion of this Annual General

Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

ITEM NO. 4 – RE-APPOINTMENT OF MR. SUNIL KUMAR SHRIVASTAVA AS MANAGING 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 provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re – enactment(s) thereof for the time being in force] approval of the members be and is hereby accorded to re -appoint Mr Sunil Kumar Shrivastava (DIN 00259961) as Managing Director of the company for a further term of five years w.e.f. August 12, 2024 without remuneration.

RESOLVED FURTHER THAT Mr Sashi Sekhar Mishra, Director and Ms Naina Luthra, Company Secretary Director of the Company for the time being, be and are hereby severally authorised to do such acts / deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5 - APPOINTMENT OF MS PAMELA SRIVATSVA (DIN – 10719897) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force); Ms Pamela Srivastava (DIN - 10719897), who has submitted a declaration that she meets the criteria of independence under section 149 (6) of the Act, is not

debarred from holding the office of Director by virtue of any SEBI order or any other such authority and who is eligible for appointment under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company i. e. from 28.08.2024 to 27.08.2029.”

NOTES:

1. Ministry of Corporate Affairs (“MCA”) issued General Circular no 20/2020 dated May 05, 2020, General Circular no 02/2021 dated January 13, 2021, General Circular no 19/2021 dated December 08, 2021, General Circular no 21/2021 dated December 14, 2021, General Circular no 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, latest being General circular no 9/2023 dated 25, September, 2023 permitting the companies to convene their General Meetings via online mode i. e. through Video Conferencing / Other Audio Visual Means (VC/ OAVM) without physical presence at a common venue.
2. Pursuant to the aforesaid Circulars issued by the MCA, the Thirty first Annual General Meeting (32nd AGM) of the Company shall be conducted through VC / OAVM. Deemed Venue for the AGM shall be the Registered Office of the Company – 806, Sidharth, 96, Nehru Place, New Delhi - 110019.
3. Pursuant to the provisions of SEBI Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 Annual Report for the year 2023- 24 and notice convening the 32nd Annual General Meeting is being sent through electronic mode only. However, a shareholder may obtain physical copy of the same by sending email to the company at investroa@hcl.com.
4. 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 members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. The Resolution / Authorization in pursuance of Section 112 and Section 113 of the Companies Act, 2013 shall be sent to the Company at

investor@hcl.com or to the Company's Registrar and Share Transfer Agent - Skyline Financial Services Private Limited at admin@skyline.com

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
7. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from 19 August, 2024 (Monday) to 30, August 2024 (Friday) (both days inclusive).
8. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020; April 13, 2020; 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as on the date of the AGM will be provided by NSDL.
9. Members can join AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
10. The Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 issued Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination more specifically mentioned hereunder.

Form ISR 1 - Availing investor services (such as updating PAN / address / Signature / email/ mobile / Demat account etc.)

Form ISR 2 - Updating Signature & KYC documents

Form ISR 3 – Declaration to Opt Out

Form SH 13 – Updating Nomination details

Form SH 14 – Change in nomination details

The above forms also uploaded on the website of the company and may be accessed at www.uniofficeautomation.com.

11. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the 32nd AGM has been uploaded on the website of the Company at www.uniofficeautomation.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e - Voting facility) i. e. www.evoting.nsdl.com
12. Electronic copies of the Annual Report for the year 2023-24 is being sent to all the members whose email address are registered with the Company / Depository participants. For members who have not registered their email address, can access the Annual report for the year 2023-24 at website of the company at www.uniofficeautomation.com and should update their email address with the respective depository participants and /or with the RTA of the company at admin@skylinerta.com.
13. Relevant documents referred to in the Notice and the Annual Report are open for inspection by the members at the Registered Office of the Company on all week days i.e. except Saturday & Sunday, during business hours up to the date of the AGM.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form SH 13 prescribed by the Government can be obtained from the RTA or the registered office of the Company. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. As the AGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice

16. In accordance with the SEBI Circular and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of their board or governing body resolution / authorization, etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at naithani.saral@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in.
17. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@hcl.com latest by 20-08-2024 at 5:00 PM.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulation and Secretarial Standards on General Meetings (SS2) issued by Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. Since the 32nd AGM of the company is being convened through VC, the facility for voting through ballot paper shall not be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able

to exercise their right at the meeting by means of e voting only.

- III. The remote e - voting period commences on 25th August, 2024 (9:00 am) and ends on 27th August, 2024 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2024 may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of AGM

- IV. The detailed instruction, process and manner for remote evoting is annexed herewith the notice.
- V. The Board of Directors has appointed Saral Naithani & Associates, Company Secretaries as the Scrutiniser to the e- voting process and voting at the AGM in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the meeting. The Results shall be declared after the Annual General Meeting and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions. The results declared along with the Scrutinizer’s Report shall be placed on the website of NSDL & the Company immediately after their declaration.

As stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief profile of Ms Rita Gupta, including names of the companies in which she holds directorships and membership / chairmanship of Board Committees, is provided under Table 'A'

Item No. 3

M/s V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) were appointed as Statutory Auditors of the Company in the casual vacancy caused by the resignation of M/s Purushothaman Bhutani & Co., Chartered Accountants, (FRN 005484N) till the conclusion of the next Annual General Meeting vide resolution passed by the members of the company on January 06, 2024.

As per the provisions of Section 139(1) of the Companies Act 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re - enactment thereof for the time being in force) and all other applicable laws, every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be such as may be prescribed. Accordingly, the Statutory Auditor shall be appointed for a term of five years effective from the date of this AGM i.e. 2024 till AGM to be held in the year 2029.

M/s V Nagarajan & Co., Chartered Accountants, have consented to be appointed as the Statutory Auditors of the Company and have confirmed that their appointment, if approved by the Members of the Company, would be within the limits prescribed under the Act and they are not disqualified to act as Statutory Auditors of the Company.

The Directors recommend passing of the Ordinary Resolution as set out at item no. 3 of this Postal Ballot Notice by ordinary majority.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provide hereunder as Table B

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item no 04:

Mr Sunil Kumar Shrivastava (DIN 00259961) (Mr Shrivastava) was appointed as Managing Director of the Company for a term of five years effective from August 12, 2019. Accordingly, the tenure of appointment of Mr Shrivastava was terminating on August 12, 2024.

Pursuant to recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on July 26, 2024 re- appointed Mr. Shrivastava as Managing Director of the company for a further term of five years effective from August 12, 2024 without remuneration. As per the provisions of Section 196 of the Companies Act, 2013 the aforesaid re- appointment is subject to approval of the members of the Company.

The Board recommends resolution set out in item No 4 for approval by way of passing an Ordinary Resolution by the members at this annual general meeting. Mr Sunil Shrivastava, Managing Director shall be entrusted with powers to manage day to day affairs of the company and shall be vested with such duties and functions as may be decided by the Board of Directors from time to time.

Mr. Shrivastava has adequate knowledge in the realm of Legal & Corporate Secretarial having experience of approx. 32 years. A brief profile and information stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, of Mr Shrivastava is attached herewith this notice as Table A. Except Mr Shrivastava, none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 5 of the notice.

Item no 05:

The term of appointment of Mr Ravishankar Subramanian Padi (DIN 00016364) is expiring on 11-08-2024 resulting into a vacancy in the office of Independent Director of the Company.

Accordingly, pursuant to the provisions of section 149 (10) of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 (Listing Regulations) the board of Directors on the recommendation of Nomination & Remuneration Committee proposes appointment of Ms Pamela Srivastava (DIN 10719897) as an Independent Director for a term of five years effective from the conclusion of this Annual General Meeting

Declaration of Independence under section 149 (6) of the Companies Act, 2013 has been received from Ms Pamela Srivastava (DIN 10719897), and it is hereby

confirmed that the criteria for Independence prescribed under the Companies Act & Listing Regulations are being met.

Further, pursuant to section 160 (1) of the Act, the Company has received notice from a member of the company proposing the appointment of Ms Pamela Srivastava on the board of directors of the company. Brief profile of proposed director is provided in table A.

Ms Pamela is currently leading the Strategy Office for Education Sustainability & Excellence and Outreach & Partnerships. She holds degree in NGO management and social entrepreneurship

In the opinion of the board Ms Pamela is a person of integrity and possess marketing & Communication skills which are vital to the proposed role of independent director.

Except Pamela Srivastava (Director being appointed), none of the Directors or KMP and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in item no 5 of the notice.

The Board of Directors recommend the resolution as set out under Item No 5 for approval of the members by way of Special Resolution.

TABLE A

Name of Director	Mr. SUNIL KUMAR SHRIVASTAVA
DIN	00259961
Designation	Executive Director
Date of Birth	15/01/1961
Age	63 Years
Date of First Appointment	31-Mar-2017
Disclosure of relationship with other Director, KMP / Manager	None
Past Remuneration	Nil
Proposed Remuneration	Nil
Terms & Conditions of appointment / re appointment	Appointment of Managing Director for a term of 5 years effective from 12.08.2024
Nature of expertise in specific functional areas	Legal & Secretarial, Compliance function
Experience	Mr Sunil is having diversified experience of over 32 yrs in various corporate & regulatory compliances and legal functions. During the past he has been performing a vital role for the core management team in business development, Companies restructuring, entities amalgamation. He has analytical thinking and ability to meet the challenges related to compliance management
Qualification	Mr Sunil holds degree in MBA and is a Law Graduate
Board Memberships of other Companies as on 31 st March, 2024	<ul style="list-style-type: none"> i. International Data Management Limited ii. First Stonex Limited iii. HCL Employees Investment Co Limited iv. HCL Infosolutions Limited v. South Asian Computers Limited vi. Esthetic Infra – Developers Private Limited vii. Buoyant Infra – Developers Private Limited viii. Cityframe Infra – Developers Private Limited ix. Pimpri Chinchwad eservices Limited x. Grotto Infra Developers Private Limited xi. Saola Infra Developers Private Limited xii. Dhrtvan Business Accelerations Private Limited (formerly known as Spire Infra Developers Private Limited)
Membership / Chairmanship of Committees in the Company	<ul style="list-style-type: none"> i. CSR Committee – Member
Membership / Chairmanship of Committees in other Companies	<ul style="list-style-type: none"> i. International Data Management Limited – Audit Committee, Member

	<ul style="list-style-type: none"> ii. International Data Management Limited – Nomination & Remuneration Committee, Member iii. International Data Management Limited – Stakeholder Relationship Committee, Member iv. International Data Management Limited – Corporate Social Responsibility Committee, Member v. HCL Infosolutions Limited – Audit Committee, Member vi. HCL Infosolutions Limited – Audit Committee, Member
Listed entities in which the Director has resigned in past three years	
Number of shares held in the Company as on date	1182
No of Board meetings attended during the FY 2023 24	07 out of 07

Name of Director	Ms Rita Gupta
DIN	00899240
Designation	Non-Executive (Non-Independent) Director
Date of Birth	21/02/1963
Age	61 Years
Date of First Appointment	13-Aug-2014
Disclosure of relationship with other Director, KMP / Manager	None
Past Remuneration	Nil
Proposed Remuneration	Nil
Terms & Conditions of appointment / re appointment	Re - appointment of Director liable to retire by rotation
Nature of expertise in specific functional areas	Treasury Finance, Management & Finance
Experience	Rita Gupta, is a finance professional with over 35 years of experience. Her expertise spans the entire gamut of finance, including Business Finance, Controllership, Treasury, Risk Management and Strategic Initiatives. She has been instrumental in developing new businesses of company has been involved across various functions
Qualification	Ms Rita is a Fellow Member of the Institute of Chartered Accountants of India and Law Graduate
Board Memberships of other Companies as on 31 st March, 2024	<ul style="list-style-type: none"> i. Vama Sundari Investments (Pondi) Private Limited ii. International Data Management Limited iii. HCL Infotech Limited iv. HCL Software Products Limited v. Guvi Geek Network Private Limited
Membership / Chairmanship of Committees in the Company	<ul style="list-style-type: none"> i. Audit Committee – Member; ii. Nomination & Remuneration Committee – Member; iii. Stakeholder Relationship Committee – Member; iv. CSR Committee - Chairperson
Membership / chairmanship of Committees in other Companies	Nil
Listed entities in which the Director has resigned in past three years	<ul style="list-style-type: none"> i. Renew Wind Energy (Jath) Limited ii. Renew Akshay Urja Limited iii. FCSL Asset Management Limited
Number of shares held in the Company as on date	NIL
No of Board meetings attended during the FY 2023 24	07 out of 07

Name of Director	Ms Pamela Srivastava
DIN	10719897
Designation	Independent Director
Date of Birth	21/11/1966
Age	57 Years
Date of First Appointment	-
Disclosure of relationship with other Director, KMP / Manager	None
Past Remuneration	Nil
Proposed Remuneration	Nil
Terms & Conditions of appointment / re appointment	Appointment of Independent Director for a term of 5 years effective from the date of AGM i.e. 28.08.2023
Nature of expertise in specific functional areas	Strategy, Planning & Implementation
Experience	Pamela Srivastava is currently leading the Strategy Office for Education Sustainability & Excellence and Outreach & Partnerships. She has extensive experience of approx. 30 yrs in strategic business development and management, with previous roles at Oxfam India and Vapika Trade Link. Pamela also has a background in interior design and holds a Bachelor's degree in History and an Executive MBA in Social Entrepreneurship.
Qualification	Ms Pamela is a Post Graduate in NGO Management & Social Entrepreneurship
Board Memberships of other Companies as on 31 st March, 2024	Nil
Membership / Chairmanship of Committees in the Company	Nil
Membership / Chairmanship of Committees in other Companies	Nil
Listed entities in which the Director has resigned in past three years	Nil
Number of shares held in the Company as on date	Nil
No of Board meetings attended during the FY 2023 24	Not Applicable

TABLE B

Proposed fees payable to statutory auditors	Fees of Rs. 1,00,000/- (Rupees One Lac only) for a financial year excluding applicable taxes is being proposed to be paid to the Auditor
Terms of appointment	Appointment of V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) is being proposed for term of five years i.e. from the conclusion of the ensuing annual general meeting till the conclusion of the 37 th Annual General meeting to be held in the year 2029.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>Established in year 1984, M/s V. Nagarajan & Co., Chartered Accountants, (Firm Registration No. 004879N) (“VNC”) is a professionally managed Chartered Accountants firm. VNC has offices in Noida, Gurugram and y five Hyderabad and has five Partners, Six Senior Consultants and thirty five plus staff inter-alia in the field of Taxation, Audit & Assurance, Merger-Demerger.</p> <p>VNC has specialized in Taxation, Litigation, Statutory Audit, Internal Audit, Valuation, Governance Risk and Compliance, FEMA and Other Management reporting and has undergone for peer review from the Board of the Institute of Chartered Accountants of India and has been awarded with the peer review certificate. VNC also has experience in international consulting assignments in the above fields of specialization, in South East Asian Countries. It acted as consultants to CGAP, (an arm of World Bank), Shore Bank International, Ford Foundation and Swiss Development Cooperation.</p> <p>Basis the profile and credentials of M/s V. Nagarajan & Co., Chartered Accountants, the Audit Committee and the Board of the Company recommended the proposed appointment of M/s V. Nagarajan & Co., Chartered Accountants as the Statutory Auditors, to be in the best interest of the Company.</p>

DETAILED INSTRUCTIONS FOR REMOTE E-VOTING

The remote e-voting period begins on August 25, 2024 at 09:00 A.M. and ends on August 27, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 22, 2024.

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.

Detailed Instructions for e voting & joining the Annual General Meeting through VC / OAVM are as follows:





Step 1: Login to Evoting NSDL

Step 2: Caste your E vote

Step 3: Click on link 'VC/ AOVV' to join the Annual General Meeting

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Type of INDIVIDUAL Shareholders	LOGIN METHOD
Holding securities in demat 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

	<p>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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. 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. 3. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="660 1408 1246 1800" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi

	<p>/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of eVoting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 022- 23058738 or 022-23058542-43
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B. Login method for e-Voting and joining virtual meeting for NON INDIVIDUAL shareholders holding securities in demat and physical mode

- i. 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.
- ii. Click on the “Login” icon which displayed under ‘Shareholders’ section
- iii. Shareholders/ Members Login screen will open. Enter your User ID, your Password and a Verification Code as shown on the screen.
- iv. Details of User ID & Password are as follows:

Type Of NON INDIVIDUAL Shareholders	Your User ID is
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*****
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*****
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 129501 then user ID is 129501001***

Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- 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.
 - (a) 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 (Refer Pg 20)**
- 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
- v. Now, you will have to click on “Login” button
- vi. After you click on the “Login” button, Home page of e-Voting will open

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.

❖ How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting
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 naithani.saral@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 "eVoting" tab in their login
- 2) 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) 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 at evoting@nsdl.co.in or contact Ms. Soni Singh, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos (1800 1020 990 / 1800 22 44 30), who will also address the grievances connected with voting by electronic means.

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 admin@skylinerta.com or investoa@hcl.com.
- 2) In case shares are held in demat mode, please provide DPID – Client ID (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 admin@skylinerta.com or investor@hcl.com. If you are an Individual shareholder 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 and joining virtual meeting 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 evoting 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.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- 1) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through eVoting system in the AGM.
- 2) Members who have opted to vote through Remote e-Voting shall not allowed to cast their vote again at the AGM.

- 3) In case of any queries, the shareholder may refer to the Frequently Asked Questions (FAQs) for Shareholders and eVoting user manual 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 at evoting@nsdl.co.in OR Ms. Soni Singh, National Securities Depository Limited at their designated email id - SoniS@nsdl.co.in / evoting@nsdl.co.in (1800 1020 990 / 1800 22 44 30).

General instructions for members for attending the AGM through VC/OAVM are as under:

- 1) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may follow the steps mentioned under the notice to log on to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) 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.
- 5) Shareholders may write their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorqa@hcl.com. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at investorqa@hcl.com or admin@skylinert.com latest by August

26, 2024; 3.30 PM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.