

To,
The Debenture holders of ISINs
INE556F08KZ3.

Dear Debenture holders,

Subject: Request for Consent Regarding Material Related Party Transactions in accordance with Regulation 62K of SEBI (LODR) Regulations, 2015.

We are writing to you in our capacity as the Debenture Trustee for the ISIN INE556F08KZ3, which comprises Unsecured, Listed, Rated, Senior, Redeemable, Non-Convertible Debentures totalling up to INR 6,000 crores. These debentures were issued by Small Industries Development Bank of India (SIDBI), a High Value Debt Listed Entity (HVDLE).

In compliance with Regulation 62K of the SEBI (LODR) Regulations, 2015, SIDBI is required to have a policy on the materiality of related party transactions (RPTs). As part of this policy, any RPT is considered material if it, either individually or when aggregated with other transactions in a single financial year, exceeds the specified threshold of INR 1,000 crores or 10% of the company's consolidated turnover.

All material RPTs and any significant modifications to them require the prior approval of the company's audit committee. The Furthermore, in terms of regulation 62K (5) as the Debenture Trustee, we are required to obtain a consent from you, the debenture holders, before providing our No Objection Certificate (NOC) to the Issuer to proceed with these transactions.

We have attached **Annexure I**, which outlines the company's policy on the materiality of RPTs, and **Annexure II**, which details the tentative RPTs that may be undertaken during the financial year 2025-26.

Your consent to these transactions through voting is crucial. We will provide our final NOC to SIDBI based on your approval.

E-Voting Facility:

Pursuant to the provisions of Regulation 62K (5) of the Listing Regulations, the Company is providing the facility of remote e-Voting to its Debenture holders for giving consent for Material Related Party Transaction, it has appointed Purva Shareregistry (India) Pvt. Ltd. to facilitate voting through electronic means. Accordingly, the facility of casting votes by a holder using remote e-Voting system before the will be provided by Purva Shareregistry (India) Pvt. Ltd. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	From 9:00 a.m. IST on Saturday, September 27, 2025
End of e-Voting	Up to 5:00 p.m. IST on Saturday, October 18, 2025

SBICAP Trustee Company Ltd.

Registered & Corporate Office : 4th Floor, Mistry Bhavan, 122, Dinshaw Vachha Road, Churchgate, Mumbai, Pin - 400 026.

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UDYAM REGISTRATION NUMBER (SMALL ENTERPRISE Under MSME Act, 2006) - UDYAM-MH-19-0111411

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A Group Company of SBI



Once the vote on a resolution is cast by the Holder, he / she shall not be allowed to change it subsequently. The detailed e voting process is hereby attached as **Annexure III**.

In view of the above, it is proposed to convene an ISIN-wise e- voting for the debenture holders from under ISIN INE556F08KZ3 for considering the below:

- A. Positive Consent to issue NOC for material RPT under regulation 62K of SEBI (LODR) Regulations.

or

- B. Negative Consent to issue NOC for material RPT under regulation 62K of SEBI (LODR) Regulations.

We kindly request that you review the attached documents and provide your approval at your earliest convenience.

For any queries related to the RPT transactions, kindly contact SIDBI at:

Name: Pankaj Kumar Sahoo

Designation: DGM/Compliance Officer – SEBI(LODR)

Phone: 9702088849

For SBICAP Trustee Company Limited



Authorized Signatory

Annexure I



POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS OF SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA

[BASED ON THE REQUIREMENT OF REGULATION NO. 23. (1) OF THE LISTING REGULATION AND
OTHER APPLICABLE PROVISIONS]

[THIS POLICY WAS APPROVED IN THE 217TH MEETING OF THE BOARD OF DIRECTORS OF SIDBI HELD
ON FEBRUARY 06,2023]:

1. INTRODUCTION

1.1. The Small Industries Development Bank of India ('SIDBI') is established under SIDBI Act, 1989 ('SIDBI Act') and governed by the provisions of SIDBI Act, and SIDBI Regulations, 2000. SIDBI acts as the Principal Financial Institution for Promotion, Financing and Development of the Micro, Small and Medium Enterprise (MSME) sector as well as for co-ordination of functions of institutions engaged in similar activities. SIDBI is managed and controlled by Department of Financial Services, Ministry of Finance, Government of India. SIDBI is an 'All India Financial Institution' supervised by the Reserve Bank of India ('RBI').

1.2. SIDBI has listed its non-convertible securities and as a listed entity, SIDBI need to adhere with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and guidelines issued by SEBI. Regulation under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 put an obligation on SIDBI to formulate the "policy on materiality of related party transactions and on dealing with related party transactions ('RPT Policy' or 'Policy')".

2. **SCOPE:** The Policy is framed to address the matters pertaining to related party transactions threshold limit of materiality and other aspects as required under the Act, and any other laws and regulations as may be applicable to SIDBI.

3. DEFINITIONS

"Associate"	means associate as defined under section 2 (6) ¹ of the Companies Act, 2015 or under applicable accounting standard.
"Subsidiary"	means a subsidiary as defined under regulation 2 (1) (zm) of the SEBI (LODR) regulations, 2015 <i>inter alia</i> as defined under section 2 (87) of the Companies Act, 2013.
"Audit Committee"	means the audit committee constituted by the Board or any amendment of it from time to time.
"Directors"	means appointed or elected or nominated members of the Board of director(s) of SIDBI.
"Government Company(ies)"	means Government company as defined in sub-section (45) of section 2 of the Companies Act, 2013

¹ Section 2 (6) of the Companies Act, 2013 Associate: in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

^{12/}Explanation. —For the purpose of this clause—

(a) the expression "significant influence" means control of at least twenty per cent. of total voting power, or control of or participation in business decisions under an agreement.

(b) the expression "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement;]

“Key Managerial Personnel (KMPs)” means the Chairman and Managing Directors, Deputy Managing Director, Chief Financial Officer and Company Secretary and such other officer designated by the board of SIDBI

“Material Related Party Transaction(s)” shall have the meaning as prescribed under proviso to regulation no. 23 (1)² and regulation no 23 (1A) of SEBI (LODR) regulations, 2015 or any amendment thereof.

“Related Party” shall have the meaning as defined under regulation 2 (1) (zb)³ of SEBI (LODR) regulations, 2015 inter alia means related party defined under section 2 (1) (76)⁴ of the Companies Act, 2013 or under the applicable accounting standards including any amendment thereof.

“Related Party transactions” shall have the meaning as defined under regulations 2 (1) (zc)⁵ of SEBI (LODR) regulations, 2015 or any amendment thereof.

² 23 (1) The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions [including clear threshold limits duly approved by the board of directors and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly]: [Provided that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.]

23 (1A) Notwithstanding the above, [with effect from July 01, 2019] a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed {five} percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity

2 (1) (zb) “related party” means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

2 (1) (zc) of company Act, related party", with reference to a company, means, (i) a director or his relative; (ii) a key managerial personnel or his relative; (iii) a firm, in which a director, manager or his relative is a partner; (iv) a private company in which a director or manager ¹[or his relative] is a member or director; (v) a public company in which a director or manager is a director [and holds] along with his relatives, more than two per cent of its paid-up share capital; (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager; (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity; (viii) any body corporate which is (A) a holding, subsidiary or an associate company of such company; (B) a subsidiary of a holding company to which it is also a subsidiary; or (C) an investing company or the venturer of the company;";

Explanation.—For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.]

(ix) such other person prescribed under relevant rules;

⁵ “related party transaction” means a transaction involving a transfer of resources, services or obligations between:

“Relative”

shall have the meaning as defined under regulation regulations 2 (1) (zd)⁶ of SEBI (LODR) regulations, 2015 *inter alia* means related party defined under section 2 (1) (77)⁷ of the Companies Act, 2013 and rules prescribed thereunder.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:

4.1. All related party transactions and subsequent material modifications shall require prior approval of the audit committee provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

4.2. a related party transaction to which the subsidiary of SIDBI is a party but SIDBI is not a party, shall require **prior approval** of the audit committee of SIDBI if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the **annual consolidated turnover**, as per the last audited financial statements of **SIDBI**; (applicable till March 31, 2022)

4.3. **with effect from April 1, 2023 clause 4.2 shall be substituted and shall be read as follows;**

4.3.1.a related party transaction to which the subsidiary of SIDBI is a party but SIDBI is not a party, shall require **prior approval** of the audit committee of SIDBI if the value of such

(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or

(ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries,

with effect from April 1, 2023;

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:

(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(b) the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

i. payment of dividend; ii. subdivision or consolidation of securities; iii. issuance of securities by way of a rights issue or a bonus issue; and iv. buy-back of securities.

(c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:

Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s);]

⁶ Regulation 2 (1) (zd) of SEBI (LODR) Regulations, 2015 “relative” means relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed there under:

Provided this definition shall not be applicable for the units issued by mutual fund which are listed on a recognised stock exchange(s);

⁷ Section 2 (1) (77) of the Companies Act. 2013 (77) “relative”, with reference to any person, means anyone who is related to another, if—

(i) they are members of a Hindu Undivided Family;

(ii) they are husband and wife; or

(iii) one person is related to the other in such manner as may be prescribed;

transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the **annual standalone turnover**, as per the last audited financial statements of the **subsidiary**.

4.3.2. prior approval of the audit committee of SIDBI shall not be required for a related party transaction to which the listed subsidiary is a party, but SIDBI is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these SEBI (LODR) Regulations, 2015 are applicable to such listed subsidiary.

4.3.3. For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in 4.3.2 above, the prior approval of the audit committee of the listed subsidiary shall suffice.

4.3.4. Audit committee of SIDBI may grant omnibus approval for related party transactions proposed to be entered into by the listed entity subject to the following conditions, namely-

4.3.4.1. the audit committee shall lay down the **criteria for granting the omnibus approval** in line with the policy on related party transactions of SIDBI and such approval shall be applicable in respect of transactions which are repetitive in nature;

4.3.4.2. the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of SIDBI;

4.4. the omnibus approval shall specify:

4.4.1. the name(s) of the related party,

4.4.2. nature of transaction,

4.4.3. period of transaction,

4.4.4. maximum amount of transactions that shall be entered into,

4.4.5. such other conditions as the audit committee may deem fit:

4.5. In the event need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

4.6. the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given.

4.7. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year:

5. DEALING WITH MATERIAL RPTs

5.1. All material related party transactions and subsequent material modifications as defined by the audit committee under para 4.3 and Para 4.4. shall require prior approval of the

shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not:

- 5.2. Provided that prior approval of the shareholders of SIDBI shall not be required for a related party transaction to which the listed subsidiary is a party but SIDBI is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

6. MATERIAL MODIFICATIONS:

- 6.1 Any modification of a related party transactions having significant impact on nature, value, tenure, exposure, or likely financial impact of related party transaction shall be considered as material if
- i. Nature of the transaction ceases to be on Arm's Length basis.
 - ii. the term of transaction is changed from fixed term to ongoing basis or otherwise.
 - iii. changes resulting into novation of contract.
 - iv. the variation in the nature of transaction to an extent that the obligation on either side varies by 25 % or more, over and above the approved Limit.
 - v. The variation in duration of contract giving rise to prolong obligations, terms, termination, and expiry of contract.

Provided however modification on transaction on account of change of law or merely technical in nature shall not be considered as material modifications.

7. EXEMPTIONS TO THE POLICY

- 7.1. The provision contained in para 4, 5 and 6 above shall not be applicable in the following cases:
- 7.1.1. transactions entered into between two government companies.
 - 7.1.2. transactions entered into between SIDBI and its wholly owned subsidiary whose accounts are consolidated with SIDBI and placed before the shareholders at the general meeting for approval.
 - 7.1.3. transactions entered into between two wholly-owned subsidiaries of SIDBI (holding company), whose accounts are consolidated with SIDBI (holding company) and placed before the shareholders at the general meeting for approval.

8. RPT NOT APPROVED UNDER THIS POLICY:

- 8.1. In the event SIDBI becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to SIDBI, including ratification, revision or termination of the related party transaction.
- 8.2. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting of such related party transaction to the Audit Committee under this Policy and failure of the internal control systems and shall take any such action it deems appropriate.

- 8.3.** In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

9. DISCLOSURE:

- 9.1.** SIDBI shall submit RPT disclosures to stock exchange along with its standalone financial results for the half year:
- 9.2.** SIDBI shall make RPT disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:
- 9.3.** SIDBI shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.
- 9.4.** The Policy shall be disclosed in the SIDBI website.
- 9.5.** SIDBI shall disclose, in the Board's report, transactions which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction.
- 9.6.** SIDBI shall also provide details of all related party transactions exceeding the materiality threshold on a quarterly basis to the stock exchanges along with the compliance report on corporate governance pursuant to the Listing Regulations.

10. EFFECT OF SUBSEQUENT ENACTMENT/OR AMENDMENT /OR CHANGE OF LISTING REGULATION IN THIS POLICY:

- 10.1.** This policy shall be deemed modified / or amended to the extent necessary to give effect to any subsequent enactment/ or amendment/ or change in the listing regulations and other applicable law effective from the date of applicability of any such change.

11. REVIEW OF POLICY:

- 11.1.** This Policy will be reviewed as and when required but at least once in three years.
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Annexure II

Prior approval for FY 2025-26						
Sr . No .	Name of the Related Party	Type of transaction	Nature of the transaction	Duration of transaction	Maximum Amount of the Transaction	Details of relevant Contract/Agreement/Lol/Letters
1	Micro Units Development & Refinance Agency Ltd. (MUDRA)	Salary & Perks – Reimbursement to SIDBI	Ongoing	FY 2025-26	Appx ₹ 7.67 crore	Based on salary reimbursed to SIDBI during last FY
		Rent for Officer Quarters –SIDBI	Ongoing	FY 2025-26	Appx ₹ 0.66 crore	Based on Rent Paid/ reimbursed to SIDBI during last FY
		Rent for Office – SIDBI	Ongoing	FY 2025-26	Appx ₹ 1.02 crore	Charged as per actual
2	SIDBI Venture Capital Limited (SVCL)	Rent	Ongoing	FY 2025-26	Appx. ₹1.30 crore	Charged as per arrangement
		Transfer of resources (including manpower etc.)	Ongoing	FY 2025-26	Appx. ₹2.50 crore	Charged as per actual
		Director Sitting fees	Ongoing	FY 2025-26	Appx. ₹0.06 crore	Charged as per actual
		Tea / Coffee reimbursement	Ongoing	FY 2025-26	Appx. ₹0.02 crore	Charged as per actual
3	SIDBI Trustee Company Limited (STCL)	Director Sitting fees	Ongoing	FY 2025-26	0.07 crore	Charged as per actual
4	Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE)	Rent	Ongoing	FY 2025-26	Appx. Rs. 2.66 crore	Charged as per arrangement
		Transfer of resources (including manpower etc.)	Ongoing	FY 2025-26	Upto Rs. 3.75 crore	Charged as per actual
		Other office expenses (tea coffee etc.) during FY 2025	Ongoing	FY 2025-26	Upto ₹ 0.05 crore	Charged as per actual
		Fixed Deposit	Based on Quotation	FY 2025-26	Upto ₹ 14,184 crore	As per CGTMSE Guidelines.
5	India SME Asset Reconstitution Company Ltd. (ISARC)	Deputation Charges	Ongoing	FY 2025-26	₹ 0.4 crore	Resource cost Charged as per actual.
		Rent	Ongoing	FY 2025-26	₹ 0.02 crore	Charged as per arrangement

						✓
Prior approval for FY 2025-26						
Sr . No .	Name of the Related Party	Type of transaction	Nature of the transaction	Duration of transaction	Maximum Amount of the Transaction	Details of relevant Contract/Agreement/Lol/Letters
6	Receivables Exchange of India Ltd. (RXIL)	Transaction Charges - Platform Charges & Cersai Charges	Ongoing	FY 2025-26	Upto ₹ 4.5 crore	Charged as per arrangement
7	Entrepreneurship Development Institute of India (EDII)	Payment for project management consultant for SCDF via National Competitive Bidding process on contract basis.	Ongoing	FY 2025-26	₹ 0.59 crore	As per sanctioned term
8	Foundation For MSME Clusters	Payment under Cluster Intervention Program	Ongoing	FY 2025-26	₹ 0.87 crore	As per sanctioned term
9	Bank of India	Refinance/ any other exposure#	Ongoing	FY 2025-26	Maximum up to Exposure Limit (EL).	
10	Online PSB Loans Limited	Technology Service Provider	Ongoing	FY 2025-26	₹ 2.50 crore	As per actual
#These transactions are tentative in nature and may happen depending on the market condition after review, assessment and maximum exposure limit fixed by the Risk Management Vertical.						

Annexure III

DEBENTURE HOLDER INSTRUCTIONS FOR E-VOTING

PURVA e-Voting System - For Remote e-voting

THE INTRUCTIONS OF DEBENTURE HOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual Debenture holders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of Debenture holders holding shares in physical mode and non-individual Debenture holders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period Debenture holders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Debenture holders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 Debenture holders.





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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual Debenture holders holding shares in demat mode.

Login method for e-Voting for **Individual Debenture holders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Debenture holders	Login Method
Individual Debenture holders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

DEBENTURE HOLDER INSTRUCTIONS FOR E-VOTING

	<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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Debenture holders holding securities in demat mode with NSDL Depository</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: https://eservices.nsdl.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Debenture holder/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.</p> <p>4) Debenture holders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 & voting during the meeting.</p>

DEBENTURE HOLDER INSTRUCTIONS FOR E-VOTING

Individual Debenture holders (holding securities in demat mode) login through their Depository Participants (DP)	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.
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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 Debenture holders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Debenture holders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Debenture holders 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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of Debenture holders holding shares in physical mode and non-individual Debenture holders in demat mode.

Login method for e-Voting and joining virtual meeting for **Debenture holders other than individual Debenture holders holding in Demat form & physical Debenture holders.**

- 1) The Debenture holders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Debenture holder/Member” 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. Debenture holders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Debenture holders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Debenture holders as well as physical Debenture holders) <ul style="list-style-type: none"> • Debenture holders 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.
Dividend Bank Details	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.

DEBENTURE HOLDER INSTRUCTIONS FOR E-VOTING

OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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).
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- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Debenture holders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For Debenture holders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Debenture holders and Custodians – Remote Voting**
 - Non-Individual Debenture holders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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 Debenture holders 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; _____ (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE DEBENTURE HOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical Debenture holders- please provide necessary details like Folio No., Name of Debenture holder, 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 **Company/RTA email id**.
- For Demat Debenture holders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat Debenture holders – 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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

DEBENTURE HOLDER INSTRUCTIONS FOR E-VOTING

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.