

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the (Companies Management and Administration) Rules, 2014, each as amended.]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, November 21, 2024, at 9:00 a.m. (IST)	Friday, December 20, 2024, at 5:00 p.m. (IST)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to Section 108, 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of Nepa Limited (“**the Company**”) as Special Resolutions, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**Remote e-Voting**”):

1. APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of Purva Share Registry (India) Private Limited (Purva) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company ([www.nepamills.co.in](http://www.nepamills.co.in)) and on the website of RTA ([www.evoting.purvashare.com](http://www.evoting.purvashare.com)).

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ RTA, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/ Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than **5:00 p.m. (IST) on Friday, December 20, 2024**. Remote e-Voting will be blocked by Purva immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed CS Ankur Chouksey, Practicing Company Secretary (FCS: A55330 & COP No. 25486), as Scrutinizer as authorized by the Board at its meeting held on November 14, 2024, for conducting

the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before **Monday, December 23, 2024**. The same will be displayed on the website of the Company: [www.nepamills.co.in](http://www.nepamills.co.in).

**SPECIAL BUSINESS:**

**AGENDA ITEM NO. 1: APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies not exceeding Rs. 350 Crore [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments including creation of charge and writings as may be required on behalf of the Company for the purpose of giving effect to the aforesaid resolution.

By the Order of the Board of Directors  
Nepa

Place: Nepanagar  
Limited  
Date: 20.11.2024

Sd/-  
Nidhi Mishra  
Company Secretary  
M. No. A53762

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 17 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / RTA as at close of business hours on **Friday, November 15, 2024** (i.e. **Cut-off date**), and whose e-mail IDs are registered with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given in note no. 16 hereunder.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of PURVA to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at [www.nepamills.co.in](http://www.nepamills.co.in), and on the website of our e-Voting agency i.e. PURVA e-Voting website at [evoting.purvashare.com](http://evoting.purvashare.com).
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in) from their registered e-mail addresses mentioning their names, folio numbers, between the period **November 21, 2024 to December 20, 2024**.
7. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.nepamills.co.in](http://www.nepamills.co.in).
8. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **Friday, November 15, 2024, i.e. the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.

10. **The Remote e-Voting will commence on Thursday, November 21, 2024, at 09:00 a.m. IST and will end on Friday, December 20, 2024 at 5:00 p.m. IST.** Remote e-Voting will be blocked by PURVA immediately thereafter and will not be allowed beyond the said date and time.
11. Members are requested to cast their vote through the Remote e-Voting process not later than **5:00 p.m. IST on Friday, December 20, 2024**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Company has appointed CS Ankur Chouksey, Practicing Company Secretary, as Scrutinizer, to scrutinize the Postal Ballot through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorized, on or before **Monday, December 23, 2024**. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nepamills.co.in](http://www.nepamills.co.in) immediately after the results are declared by the Chairman or any other person authorized by him.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Friday, December 20, 2024**, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
16. Process for those members whose e-mail ids are not registered with the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this Postal Ballot Notice:
  1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
  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.
17. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:
  - (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 <https://evoting.purvashare.com>.
    - 2) Click on "Shareholder/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. Shareholders 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](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://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:

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

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders 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 Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (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](mailto: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 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; [www.nepamills.co.in](mailto:www.nepamills.co.in), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

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](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

## **ANNEXURE TO NOTICE**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **AGENDA ITEM 1 : APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS UNDER SECTION 180 (1) (c) COMPANIES ACT, 2013**

In order to carry out the business smoothly and to meet the working Capital requirements, the Board of Directors at their meeting held on November 14, 2024 has given their approval and recommended the same to shareholders to increase the existing limit to Rs. 350 Crores as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under. The Board has further given their approval to increase the existing limit to Rs. 350 Crores to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immoveable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

Since, it is proposed to increase the original limit to Rs. 350 Crores u/s 180(1)(c) of the Companies Act, 2013 for creating charge on the assets of the Company. Hence, it is proposed to seek shareholder's approval for:

1. Increase in the limit of overall borrowing u/s 180 (1)(c) upto Rs. 350/- Crores Including creation of charge, if required.

Therefore, members are requested to give their approval for agenda item no. 1 by passing special resolution. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1

Place: Nepanagar  
Date: 20.11.2024

By the Order of the Board of Directors  
Nepa Limited

Sd/-  
Nidhi Mishra  
Company Secretary  
M. No. A53762