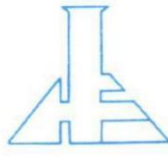


हिन्दुस्तान फ्लूरोकार्बन्स लिमिटेड

हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड की सहायक कंपनी
(भारत सरकार का उद्यम)

पंजीकृत कार्यालय: 303, 3तल, बाबूखान एस्टेट,
बशीरबाग, हैदराबाद - 500 001 तेलंगाना भारत
टेलीफोन: 2324 0047, 2324 1051, 2323 7125, 2329 7160
फैक्स: +91-40-2329 6455
वेबसाइट: www.hfl.co.in
ई-मेल: hiflon@hotmail.com
hiflonpurchase@gmail.com



INDI/QMS/NAB-C2975/2848



HINDUSTAN FLUOROCARBONS LIMITED

A Subsidiary of Hindustan Organic Chemicals Ltd.
(A Govt. of India Enterprise)

Regd. Office:

303, 3rd Floor, Babukhan Estate, Basheerbagh,
Hyderabad - 500 001 Telangana, INDIA
Phones: 2324 0047, 2324 1051, 2323 7125, 2329 7160
Fax: +91-40-2329 6455 Website: www.hfl.co.in
E-mail: hiflon@hotmail.com
hiflonpurchase@gmail.com
CIN-L25206TG1983PLC004037

BSE: HFL: 2024:

7th November, 2024

BSE Ltd.,
Phiroze Jeejeebhoy Towers
Mumbai – 400 001

Sir/ Madam,

HFL Scrip Code: 524013

Sub: Intimation of Postal Ballot Notice of HFL for seeking approval from the shareholders for voluntary Delisting of the equity shares of the company from BSE Limited in accordance with Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time

This is with reference to the captioned subject and the following intimations/letters submitted with BSE.

1. Our letter dated 15th October, 2024 intimating about the Initial Public Announcement,
2. Intimation dated 18th October, 2024 regarding appointment of Peer Review Company Secretary,
3. Intimation dated 22nd October, 2024 for convening a meeting of the Board of Directors on 30th October, 2024 and
4. Outcome of the Board Meeting dated 30th October, 2024 regarding the approval of the Board for Voluntary Delisting of the Equity shares of the Company, Postal Ballot Notice etc.

Now, we would like to inform that pursuant to the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Hindustan Fluorocarbons Limited is seeking approval from its shareholders for passing of Resolutions as set out in the Postal Ballot Notice dated 30th October, 2024 by way of Postal Ballot including remote E-voting.

The Postal Ballot Notice along with the explanatory statements, instructions regarding e-voting etc. has been sent through e-mail on **Thursday, 07th November, 2024** to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants or registrar and whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, 01st November, 2024** ("Cut-off Date"). Members who have not registered their E-mail IDs have been sent, the Postal Ballot Notice along with the Postal Ballot Form in physical form through Registered Post.

फैक्टरी: रुद्रराम डाकघर, संगारेड्डी जिला, तेलंगाना भारत. पिन - 502 329. ई-मेल: hiflonworks@gmail.com

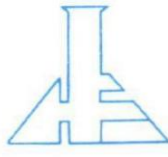
Factory: P.O. Rudraram, Dist. Sangareddy, Telangana INDIA Pin: 502 329. E-mail: hiflonworks@gmail.com

हिन्दी में पत्राचार का स्वागत है ।

हिन्दुस्तान फ्लूरोकार्बन्स लिमिटेड

हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड की सहायक कंपनी
(भारत सरकार का उद्यम)

पंजीकृत कार्यालय: 303, 3तल, बाबूखान एस्टेट,
बशीरबाग, हैदराबाद - 500 001 तेलंगाना भारत
टेलीफोन: 2324 0047, 2324 1051, 2323 7125, 2329 7160
फैक्स: +91-40-2329 6455
वेबसाइट: www.hfl.co.in
ई-मेल: hiflon@hotmail.com
hiflonpurchase@gmail.com



INDIANS/NAB-C-2975/2848



HINDUSTAN FLUOROCARBONS LIMITED

A Subsidiary of Hindustan Organic Chemicals Ltd.
(A Govt. of India Enterprise)

Regd. Office:

303, 3rd Floor, Babukhan Estate, Basheerbagh,
Hyderabad - 500 001 Telangana, INDIA
Phones: 2324 0047, 2324 1051, 2323 7125, 2329 7160
Fax: +91-40-2329 6455 Website: www.hfl.co.in
E-mail: hiflon@hotmail.com
hiflonpurchase@gmail.com
CIN-L25206TG1983PLC004037

The Company has provided voting facility through both modes i.e remote e-voting as well as Physical Postal Ballot for seeking assent/dissent of the members on the resolutions proposed in this notice. However, the Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. The voting period will commence on and from **Friday, 08th November, 2024 at 9:00 A.M. (IST) and will conclude on Saturday, 07th December, 2024 at 5:00 P.M. (IST) (both days inclusive)** for all the shareholders, whether holding shares in physical form or in demat form.

Board of Directors of HFL has appointed CS D Soumya (FCS: F11754, CP No.13199) Designated Partner of M/s. ARS & Associates LLP, Practicing Company Secretary (LLP Reg No.AAG-3878) as the scrutinizers in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner. The Board also engaged NSDL as agency to provide remote e-voting facility for postal ballot process.

In this regard, the Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form is attached herewith and can be downloaded by the members from the website of the Company at <https://www.hfl.co.in/investors> or from the website of the stock exchange www.bseindia.com.

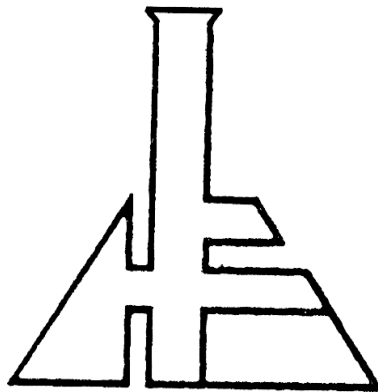
Kindly take the above information on records.

Thanking you.

Yours truly,
For Hindustan Fluorocarbons Ltd.,

Subramonian H
Company Secretary
Encl: Postal Ballot Notice

NOTICE OF POSTAL BALLOT



HINDUSTAN FLUOROCARBONS LIMITED
[CIN: L25206TG1983PLC004037]

Notice of Postal Ballot

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Dear Shareholder(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 including Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("**MCA Circulars**"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Hindustan Fluorocarbons Limited ("**Company**"), to consider and if thought fit to pass the resolution set out herein below as a special resolution through postal ballot, through the remote e-voting process ("**e-voting**") or through submission of Postal Ballot Form in accordance with Regulation 11 of the Delisting Regulations and other applicable laws.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. Only members of the Company as on 01st November, 2024 (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

In accordance with the MCA Circular and Securities Exchange Board of India letter reference no. SEBI/HO/CFD/CFD-RAC-DCR 1/P/OW/2023/37693/1 dated September 12, 2023, the Notice is being sent in electronic form to all the shareholders whose email-ids are registered with the company or registrar or their respective depositories. Hard copies of the Postal Ballot Notice, Explanatory Statement and Postal Ballot Form will be dispatched to shareholders whose email-ids are not available with the Company/Registrar/Depository System or upon receipt of specific request by a shareholder.

Shareholders who desire to exercise their vote by Postal Ballot Form are requested to carefully read the instructions appended to the Notice and return the duly completed postal ballot form in the enclosed postage prepaid business reply envelope. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the Management Rules framed there under and the MCA Circulars, the Company is pleased to provide its shareholders with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means. For this purpose, the Company has engaged the services of National Securities Depository Limited [NSDL] to enable the members to cast their votes electronically. Assent or dissent of the members on the resolution mentioned in the Notice would be taken both, through the e-voting system and through submission of Postal Ballot Form. This notice is also available on the website of the Company at www.hfl.co.in

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid special business is annexed to this Postal Ballot Notice for your consideration.

Pursuant to the provisions of Section 110 of the Companies Act read with Rule 22 of the Management Rules (including any modification(s) and re-enactment(s) thereof for the time being in force), the Board of Directors of the Company ("**Board**") has appointed CS D Soumya, Designated Partner, M/s ARS & Associates, Company Secretaries LLP (Membership No. F11754, C.P. No. 13199, LLPIN: AAG-3878), as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner. The voting will commence on Friday, 08th November, 2024 at 9:00 A.M. (IST) and will end on Saturday 07th December, 2024 at 5:00 P.M. (IST) (both days inclusive).

In accordance with Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 07th December, 2024.

SPECIAL BUSINESS:

ITEM NO.1: Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited

To consider and if thought fit, to accord assent/dissent to the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to(i) the Initial Public Announcement dated 15th October, 2024 ("**Initial Public Announcement**"/"**IPA**") made by CapitalSquare Advisors Private Limited, Manager to the Offer for and on behalf of Hindustan Organic Chemicals Ltd ("**Acquirer**"), member of the promoter group of the Hindustan Fluorocarbons Limited ("the **Company**") to the public shareholders of the Company, in accordance with decision of Cabinet Committee on Economic Affairs (CCEA), Government of India for closure of the Company and subsequent decisions taken in the Inter-Ministerial Committee ("**IMC**") meetings under the Chairmanship of Secretary, Department of Public Enterprises ("**DPE**") to take measures for completing the process of delisting of the Company shares and the directions received from Department of Investment and Public Asset Management ("**DIPAM**") to carry out the procedural requirement of delisting of shares, expressing the intention of the Acquirer to: (a) acquire all the equity shares that are held by public shareholders by the Acquirer;and (b) consequently voluntarily delistthe equity shares from the stock exchange where Equity Shares of the Company are presently listed i.e., BSE Limited ("**BSE**"), by making a delisting offer in accordance with the provisions of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") read with exemption granted by Securities Exchange Board of India vide its letter reference no. SEBI/HO/CFD/CFD-RAC-DCR 1/P/OW/2023/37693/1 dated September 12, 2023 and any future exemptions that may be received from Securities Exchange Board of India ("**Exemption Letter**") and Letters issued by Government of India, Ministry of Chemical and Fertilizers, New Delhi (a) Letter reference no. P-51015/06/2019-Ch.III (Vol. II) dated January 29, 2020, and (b) Letter No.P-53013/13/2022-CHEM.III-CPC-Part(3) dated January 19, 2023 (c)Letterreference no.P-51015/06/2019-Ch.III(pt.) dated May 24, 2024 and (d) Letter no. P-5105/3/2024- CHEM, III- CPC (FTS- 3021616) dated22ndAugust, 2024, ("**Delisting Proposal**"), and (ii) the approval of the Board of Directors of the Company ("**Board**") granted in its meeting held on 30th October2024; and in accordance with the provisions of the Companies Act, 2013 ("**Companies Act**") and the rules framed there under, the Delisting Regulations,the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the rules issued there under), the listing agreement entered with the Stock Exchange, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and consents, as may be required and necessary for the Company and the Acquirer, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or thinks party, while granting such approvals, permissions and consent, the approval of the members of the Company be

and is hereby accorded to voluntarily delist the equity shares from BSE, pursuant to the proposed acquisition by the Acquirer, as detailed in the Initial Public Announcement dated 15th October, 2024, of Equity Shares that are held by the public shareholders in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable laws, and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company and/or company secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for such purpose, and seek relevant third party consents, as may be required, and make all necessary filings/applications including but not limited to filing/applications to any statutory/regulatory/government authority including to the Stock Exchange/SEBI for seeking their approval for the Delisting Proposal in accordance with the provisions of Delisting Regulations, if required, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board thereof, in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any of the directors or the company secretary of the Company be and are hereby severally authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

**By Order of the Board
For Hindustan Fluorocarbons Limited
Sd/-
Company Secretary**

Date: 30.10.2024
Place: Kochi, Kerala

Notes and Instructions

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution is annexed herewith.
2. In terms of the provisions of the Regulation 11(4) of the Delisting Regulations, the proposed special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it.
3. Resolution assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means are deemed to have been passed as if they have been passed at a general meeting of the shareholders.
4. All relevant documents referred to in the Notice and accompanying Explanatory Statement are open for inspection at the registered office of the Company during normal business hours on all working days (Monday to Saturday) up to the last day of voting ie. 07th December 2024.
5. The Postal Ballot Notice will be dispatched/sent to all the members whose names appear in the Register of Members/Records of Depositories as on 01st November, 2024 i.e. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
6. Members who have registered their e-mail ids with their depository participants are being sent the Notice of Postal Ballot by e-mail and members who have not registered their e-mail ids will receive Notice of Postal Ballot along with the postal ballot form in physical form.
7. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical postal ballot form can seek duplicate postal ballot form from the Registrar by sending a request mail on einward.ris@kfintech.com marking copy to cs@hoclindia.com.
8. In compliance with section 108 and 110 of the Companies Act and the Rules made thereunder, the company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions specified above through e-voting service facility arranged by NSDL. The instruction for electronic voting are annexed to this notice.
9. Voting period will commence on and from 08th November 2024, Friday at 9:00 A.M. (1ST) and will end on 07th December, 2024 Saturday at 5:00 P.M. (1ST) (both days inclusive).
10. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed Business Reply Envelope, so as to reach us before the close of working hours (5.00 P.M.) of Saturday, December 07, 2024. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as reply from the member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may seek duplicate postal ballot form from the Registrar by sending a request mail on einward.ris@kfintech.com marking copy to cs@hoclindia.com.
11. If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case shareholders cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
12. In case, the Shareholders do not want to avail the e-voting facility organized through NSDL such Shareholders may send a request to the Registrar at einward.ris@kfintech.com marking copy to cs@hoclindia.com or write to the Registrar at KFin Technologies Limited, Selenium Building, Tower B, Plot No.31&32 Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana – 500 032 for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Shareholders to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.
13. The Scrutinizer will submit his report to the chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots Form received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

14. The Result will be displayed at the Company's website <https://www.hfl.co.in/> as well as on the website of NSDL, besides being communicated to the stock exchange on which Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's registered office.
15. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
16. 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 mail@arscslip.com with a copy marked to evoting@nsdl.com. 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 <https://www.evotingindia.com/> to reset the password.
17. 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: 022 - 4886 7000 or send a request at evoting@nsdl.com.

INSTRUCTION FOR VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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

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 '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.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@arscslip.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com

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 hflshareholders@gmail.com or cs@hoclindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to hflshareholders@gmail.com or cs@hoclindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED ("BSE")

1. The equity shares of the Company, each having a face value of Rs.10/- ("**Equity Shares**") are presently listed on BSE Limited ("**BSE**" / "**Stock Exchange**").
2. The Board of Directors of the Company ("**Board**") has received the initial public announcement dated 15th October, 2024 from CapitalSquare Advisors Private Limited for and on behalf of Hindustan Organic Chemicals Ltd ("**Acquirer**"), member of the Promoter Group of the Hindustan Fluorocarbons Limited ("the **Company**"), in accordance with the decision made in the Cabinet Committee on Economic Affairs ("**CCEA**"), Government of India for closure of the Company and subsequent decisions taken in the Inter-Ministerial Committee ("**IMC**") meetings under the Chairmanship of Secretary, Department of Public Enterprises ("**DPE**") to take measures for completing the process of delisting of the Company shares and the directions received from Department of Investment and Public Asset Management ("**DIPAM**") to carry out the procedural requirement of delisting of shares, expressing the intention of the Acquirer to: (a) acquire all the Equity Shares that are held by Public Shareholders (as defined under Delisting Regulations) by the Acquirer; and (b) consequently voluntarily delist the Equity Shares from the stock exchange where Equity Shares of the Company are presently listed i.e., BSE Limited ("**BSE**"), by making a delisting offer in accordance with the provisions of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") read with exemption granted by Securities Exchange Board of India vide its letter reference no. SEBI/HO/CFD/CFD-RAC-DCR 1/P/OW/2023/37693/1 dated September 12, 2023 and any future exemptions that may be received from Securities Exchange Board of India ("**Exemption Letter**") and Letters issued by Government of India, Ministry of Chemical and Fertilizers, New Delhi (a) Letter reference no. P-51015/06/2019-Ch.III (Vol. II) dated January 29, 2020, and (b) Letter No.P-53013/13/2022-CHEM.III-CPC-Part(3) dated January 19, 2023 (c) Letter reference no.P-51015/06/2019-Ch.III(pt.) dated May 24, 2024 and (d) Letter no. P-5105/3/2024- CHEM, III- CPC (FTS- 3021616) dated August 22, 2024 ("**Delisting Proposal**").
3. As on date of this Postal Ballot Notice, the Acquirer holds 1,10,60,000 (One Crores Ten Lakhs Sixty Thousand) Equity Shares along with Andhra Pradesh Industrial Development Corporation (presently known as Telangana State Industrial Development Corporation Limited), a member of the promoter group of the Company, which holds 8,70,000 (Eight Lakh Seventy Thousand only) Equity Shares aggregating to 60.87% of the paid-up equity share capital of the Company. The Public Shareholders hold 76,69,100 (Seventy-Six Lakhs Sixty-Nine Thousand and Hundred) Equity Shares aggregating to 39.13% of the paid-up of the equity shares capital of the Company.
4. As per the IPA, the rationale for the Delisting Proposal is as follows:
 - a. The Government of India, Ministry of Chemical and Fertilizers, New Delhi vide its letter reference no. P-51015/06/2019-Ch.III (Vol. II) dated January 29, 2020, communicated the decision of Cabinet Committee on Economic Affairs ("**CCEA**"), Government of India as follows:
 - shutting down the operations of the plant/ unit of Hindustan Fluorocarbons Limited and closure of the company;
 - that the Company shall undertake activities/action required for the closure and for complying with the provisions under the Companies Act, IBC, SEBI/BSE Regulation, DPE Guidelines and other applicable provisions.
 - b. The Government of India, Ministry of Chemical and Fertilizers, New Delhi vide Letter reference no.P-53013/13/2022-CHEM.III-CPC-Part(3) dated January 19, 2023 communicated the decisions taken in the Inter-Ministerial Committee ("**IMC**") meetings under the Chairmanship of Secretary, Department of Public Enterprises ("**DPE**") to take measures for completing the process of delisting of the Company shares and the directions received from Department of Investment and Public Asset Management ("**DIPAM**") to carry out the procedural requirement of delisting of shares

- c. The Government of India, Ministry of Chemical and Fertilizers, New Delhi vide its letter reference no..P-51015/06/2019-Ch.III(pt.) dated May 24, 2024, at the meeting held under the chairpersonship of Secretary, C&PC with the officials of Acquirerandthe Company, it was communicated that the Company shall proceed with the process of delisting of Equity Shares of the Company as per SEBI Rules & Regulations.
- d. The Government of India, Ministry of Chemical and Fertilizers, New Delhi vide its letter no. P-5105/3/2024- CHEM, III- CPC (FTS- 3021616) dated August 22, 2024, requested the Company to proceed with the delisting process based on the views of Ministry of Corporate Affairs (MCA) vide its letter O.M.No.Policy- 17/20/2024- CL- V- MCA dated June 04, 2024 which stated that *“the process of delisting of shares of a company is entirely regulated by the SEBI regulations and MCA has no comments to offer in respect of delisting of shares and legal ramifications thereof”*.
In furtherance of CCEA directions, all the productions of the Company have been discontinued, the plant has been completely shut down and the Company has ceased to be going concern.
5. Pursuant to the Delisting Proposal, the Company appointed Mr PushpalSanghavi, Designated Partner of M/s. M P Sanghavi& Associate, (“Peer Review Company Secretary”) (Peer Review Certificate No.2972/2023, ACS 13125, COP 22908 as the peer review company secretary in terms of the provisions of Regulation 10 of the Delisting Regulations and other applicable provisions of the Delisting Regulations and the same was duly intimated to BSE Limited on 21st October, 2024.
6. The Board of Directors at their meeting held on 09th October, 2023 took note that the Company has obtained exemptions from SEBI, granted vide the letter reference no. SEBI/HO/CFD/CFD-RAC-DCR 1/P/OW/2023/37693/1 dated September 12, 2023 which exempt the company from the following provisions of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:
- Regulation 35(1) (a) requires the paid up capital shall not be exceeding ten crore rupees and net worth not exceeding twenty-five crore rupees as on the last date of preceding financial year
 - Regulation 35(1) (d) requires the number of equity shares of the Company traded on each such recognized stock exchange during the twelve calendar months immediately preceding the date of board meeting held for consideration of the proposal referred to in sub- regulation (4) of regulation 10 of these regulations is less than 10% of the total number of shares of the company.
 - Regulation 35(2)(d) of the Delisting Regulations requires the consent of public shareholders holding 90% or more of the public shareholding to the proposal for delisting.
7. Further, the Board, in the meeting held on 30th October, 2024, reviewed and took on record the due diligence report dated 30th October, 2024 ("**Due Diligence Report**") submitted by Peer Review Company Secretary, and as per the requirement of Regulation 10(3) and 10(4) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated 30th October, 2024 submitted by Mr Pushpal Sanghavi, Designated Partner, M/s. M P Sanghavi & Associates, Practicing Company Secretary (Peer Review Certificate No. 2972/2023, ACS 13125, COP 22908 and share capital audit report dated 30th October, 2024 submitted by Mr Pushpal Sanghavi, Designated Partner, M/s. M P Sanghavi & Associates, Practicing Company Secretary (Peer Review Certificate No.2972/2023, ACS 13125, COP 22908, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted. Based on the information available with the Company and after taking on record the Report, the Board approved the said Delisting Proposal and in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- a. The Company is in compliance with applicable provisions of securities laws except the ones mentioned at para 6 above, in respect of which exemptions have been obtained from SEBI;

- b. The Acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the Due Diligence report and are also in compliance with regulation 4(5) of the Delisting Regulations; and
 - c. The Delisting Proposal is in the interest of the public shareholders of the Company.
8. As directed in the Exemption Letter the Floor price of the delisting offer has to be determined in accordance with Regulation 8(2)(e) of the Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") read with Regulation 35(2) of the Delisting Regulations.

The Acquirer had appointed Chartered Accountants namely Shri Bhavesh M Rathord, Chartered Accountants (Membership No.119158) and the Registered Valuer (Reg No. IBBI/RV/06/2019/10708) for computing the fair value of the Company in accordance with Regulation 35(2) of Delisting Regulations read with Regulations 8(2)(e) of Takeover Regulations and Exemption Letter who vide their certificates dated 7th October, 2024 have computed the floor price of Rs.17.76/- per share respectively.

9. Thus, the floor price as on the date of Board meeting i.e. 30th October, 2024 determined in accordance with Regulation 8(2)(e) Takeover Regulations and the Exemption Letter is Rs. 17.76/- per share.
10. With reference to the above, the Board took on record the letter dated 30th October, 2024 received for and on behalf of the Acquirer, informing the Company that the floor price of the delisting offer is Rs. 17.76/- (Rupees Seventeen and Seventy-Six Paise Only) per Equity Share, which is determined in accordance with Regulation 8(2)(e) of the Takeover Regulations and the Exemption Letter. Further, as per the provisions of Regulation 35(2) of the Delisting Regulations and the Exemption Letter granted by SEBI, the Acquirer has to decide an exit price in consultation with the Manager to the Offer.
11. Pursuant to the above, the Acquirer in consultation with the Manager to the Offer in consideration of the best in interest of shareholders and in order to provide fair exit to the public shareholders have decided the exit price of Rs. 17.76/- per equity share which is not less than the floor price determined in terms of Regulation 8(2)(e) of the Takeover Regulations.

The "reference date" with respect to the computation of "floor price" for the proposed delisting is 22nd October, 2024 i.e., date on which the recognized stock exchange was required to be notified of the board meeting in which the delisting proposal was considered and approved.

12. Further, the Board at its meeting held on 30th October, 2024, approved the delisting proposal after having discussed and considering various factors including the due diligence report submitted by the Peer Review Company Secretary.
13. The acquisition of Equity Shares by the Acquirer from the Public Shareholders will be conditional upon the following:
- Approval of the shareholders of the Company by way of a special resolution through postal ballot/e-voting in accordance with the Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal.
 - Receipt of the in Principle approval of BSE in accordance with the Delisting Regulations and/or any other statutory/regulatory approvals and third-party consents, as may be required, in relation to the Delisting Proposal.
 - The Acquirer to write individually to all the Public Shareholders intimating them about the exit price together with the justification for the same along with particular reference to the

applicable parameters and specific mention of the fact that the consent for Delisting Proposal would include the consent for dispensing with the exit price discovery through reverse book building method.

- The number of Equity Shares being validly tendered or the consents being received from the Equity shareholders in the Delisting Offer would be sufficient enough to result in the Delisting Offer being successful, since the requirement of receiving consent from at least 90% of the public shareholding as required under Regulation 35(2)(d) of the Delisting Regulation has been exempted under Exemption Letters subject to the conditions mentioned therein.

14. The conditions mentioned in the Exemption Letter or such other directions/exemptions as may be issued by SEBI in this regard.

- i. Applicant Company shall obtain approval for delisting of its equity shares, from Board of Directors and Shareholders of the Company, in accordance with Delisting Regulations;
- ii. Applicant Company shall initiate voluntary delisting of its equity shares within thirty working days from the date of receipt of this communication and shall complete the process of voluntary delisting within the period stipulated in Regulation 35(2) of the Delisting Regulations;
- iii. Applicant Company shall appoint a Manager to the offer and decide an exit price after consultation. The exit price offered to the public shareholders shall not be less than the floor price determined in terms of clause (e) of sub-regulation (2) of regulation 8 of the Takeover Regulations;
- iv. Applicant Company shall write individually to all the public shareholders informing them of its intention to get the equity shares delisted, the exit price together with the justification therefor and seeking their consent for the proposal for delisting;
- v. The communication made to the public shareholders shall contain justification for the offer price with particular reference to the applicable parameters and specifically mention that consent for the proposal would include consent for dispensing with the exit price discovery through reverse book building method.
- vi. Applicant company shall complete the process of inviting the positive consent and finalization of the proposal for delisting of equity shares within seventy-five working days of the first communication made in sub-clause (iv) mentioned above.
- vii. The Applicant Company shall make payment of consideration in cash within fifteen working days from the date of expiry of seventy-five working days mentioned in clause (vi) above.
- viii. The Acquirer shall continue to accept tendered shares from remaining Public Shareholders for a period of up to 2 years from the date of delisting or such shorter period as SEBI may subsequently direct at the same price at which earlier acceptance of shares was made.
- ix. In order to protect the interest of those shareholders who may not participate in the delisting process, following additional conditions are issued
 - a. Pursuant to delisting of its equity shares, the promoters shall continue to accept shares tendered by any remaining public shareholder holding such equity shares, for upto a period of two years, instead of one year as prescribed in Regulation 26 of Delisting Regulations, or such shorter period as SEBI may subsequently direct, from the date of delisting, at the same price at which the earlier acceptance of shares was made.
 - b. The Manager to the offer, in coordination with the acquirer shall ensure that the rights of the remaining public shareholders are protected and, in furtherance of the same, shall follow the procedure prescribed in Regulation 27 of Delisting Regulations in following way:

- publish, on a quarterly basis, an advertisement in the same newspapers in which the public announcement of the offer for delisting of equity shares was published, inviting the remaining public shareholders to avail the exit opportunity during the two year exit window or such shorter period as SEBI may subsequently direct after delisting of shares;
- send follow up communications to the remaining public shareholders on a quarterly basis; and
- file a quarterly progress report to the stock exchange(s), which shall be disseminated to the public thereafter by the stock exchange(s), disclosing the number of remaining public shareholders at the beginning and end of the quarter and details of public shareholders who availed the exit opportunity during the quarter.

15. Subject to the exemption granted by SEBI, the Acquirer shall comply with all other conditions of the Delisting Regulations.

16. In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirer will proceed to make an offer to the public shareholders and purchase the equity shares at the exit price in accordance with the Delisting Regulations.

The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.

None of the directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

**By order of the Board
For Hindustan Fluorocarbons Limited
Sd/
Company Secretary**



Hindustan Fluorocarbons Limited

(A Government of India Enterprise)

303, BABUKHAN ESTATE BASHEERBAGH, HYDERABAD, Telangana, India -500001

CIN: L25206TG1983PLC004037

Telephone No.0484 2727342, 23297160, 23241051

E-mail: hflshareholders@gmail.com, cs@hoclindia.com

Website: www.hfl.co.in

POSTAL BALLOT FORM

30.10.2024

(Please read the instructions carefully before completing this form)

Seq.No.

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2	Registered address of the sole/first named Shareholder	
3	RegisteredFolioNo./DP.IDNo.&Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the business stated in the Notice dated October 30, 2024 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	No. of Shares	Description	Please mark the tick (√) against assent or (X) dissent as the case may be in the box below.	
			I/We assent to the resolution	I/We dissent to the resolution
1		Special Resolution to voluntary delist equity shares of the company from BSE Limited in accordance with the applicable provisions of Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments thereof.		

Place:

Date:

(Signature of shareholder(s))

Notes:

1. Last date for receipt of postal ballot form by Scrutinizer is **Saturday, December 07, 2024 up to 5.00 P.M. (IST)**. Please read the instructions printed overleaf carefully before completing this form. Please refer notice date October 30, 2024, for the Special Resolution, notes and instructions, explanatory statement, instructions for e-voting etc.

P.T.O.

INSTRUCTIONS

1. The Resolution(s), if assented by requisite majority, shall be considered as passed on Saturday, December 07, 2024 being the last date specified by the company for receipt of duly completed Postal Ballot form
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
3. The Company is pleased to provide remote e-voting facility (“e-voting”) as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. Member(s) can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and *vice-versa*. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
4. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it in the attached self-addressed Business Reply Envelope **before the close of working hours (5.00 P.M.) of Saturday, December 07, 2024**. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
5. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach us not later than the date specified in point (4) above.
6. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/Depository participant.
7. Incomplete/Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final and binding.
8. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder.
9. The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (√) in the appropriate column.
10. The Member need not use all the votes or needs to cast all the votes in the same way.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the **cut -off date which is Friday, November 01, 2024**.
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint shareholders.
13. The right of voting by Postal Ballot shall not be exercised by proxy.
14. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorized signatories.
15. CS D Soumya (FCS - F11754, C.P. No. 13199) Designated Partner of M/s ARS & Associates, Company Secretaries, Hyderabad has been appointed as the Scrutinizer to scrutinize the Postal Ballots/voting through electronic means. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at inward.ris@kfintech.com.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office and on the website of the Company from Friday, November 08, 2024 up to Saturday, December 07, 2024 on all working days (except 2nd & 4th Saturdays, Sundays & other Public Holidays).
17. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KFin Technologies Limited, Registrar and Transfer Agents of the Company.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
19. A postal ballot form shall be considered invalid if:
 - a. A form other than one issued by the company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the postal ballot form doesn’t match the specimen signatures with the company
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is received from a Member who is in arrears of payment of calls;
 - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.