



## **EYANTRA VENTURES LIMITED**

CIN - L72100TG1984PLC167149

Regd. Office: 301, 3rd Floor, CSR Estate, Plot No. 8, Sector - 1, HUDA Techno Enclave, Madhapur Main Road, Hyderabad -500081, Telangana, India

Tel.: + 91 7702974403

e-mail : [support@eyantraventures.com](mailto:support@eyantraventures.com) | Website : [www.eyantraventures.com](http://www.eyantraventures.com)

### **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

**Dear Member(s),**

**NOTICE IS HEREBY GIVEN** pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023, Circular No: 09/2024 dated September 19, 2024 (Collectively referred to as "Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the members of EYANTRA VENTURES LIMITED (the "Company") for the business set out hereunder through Postal Ballot by remote electronic voting process ("remote e-voting").

The Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the "Board") at their meeting held on January 17, 2025 has appointed Mr. Vivek Surana (ACS: A24531, COP No.: 12901) from M/s. Vivek Surana & Associates, Practicing Company Secretaries, Hyderabad, having Peer Review Number 1809/2022 as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer's decision on the validity of postal ballot shall be final.

In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. In terms of Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Transfer Agents of the Company ("MUFG" or "Registrar and Transfer Agent" or "RTA"), as the agency to provide e-Voting facility for its members. In accordance with the provisions of the Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: <https://instavote.linkintime.co.in> and commences from Thursday, January 23, 2025 at 09.00 am (IST) and concludes on Friday, February 21, 2025 at 05.00 pm (IST). E-Voting module shall be disabled by RTA for voting thereafter. Members desiring to exercise their votes are requested to carefully read the "Procedure for Remote Evoting" provided in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Managing Director of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days from the conclusion of e-voting process and will be communicated to the BSE Limited ("BSE") and RTA. The results will also be available on the website of the Company at [www.eyantraventures.com](http://www.eyantraventures.com).

#### **SPECIAL BUSINESS:**

##### **Item No. 1. Re-appointment of Mrs. Vinita Raj Narayanam (DIN: 09319780) as Chairperson and Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, 200, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment(s), modification(s) or re-enactment(s) thereof and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force, and in line with the Memorandum and Articles of Association of the Company and further subject to such other requisite approvals, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Vinita Raj Narayanam as Chairperson and Managing Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years with effect from March 4, 2025 on the terms and conditions including payment of remuneration Rs. 18,00,000/- per annum by way of salary, allowances, incentives and other benefits subject to the maximum permissible limits as specified in Section II of Part II of Schedule V of the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mrs. Vinita Raj Narayanam shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as may be determined by the Board and Nomination and Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** the remuneration, payable to Mrs. Vinita Raj Narayanam, is subject to the condition that:

- a. if the remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 and Schedule V of the Act, the remuneration payable shall be within the permissible limits as specified under Section II of Part II of Schedule V of the Act, in case of no profits/inadequate profits; or
- b. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole-time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V including any statutory amendment, modification or re-enactment thereof, as may be made thereto and for the time being in force, In case of having profit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary and / or revise the remuneration and to enter into the employment contract as per the Act with Mrs. Vinita Raj Narayanam as they deems fit in the interest of the Company, subject to the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof and other applicable provisions of SEBI Listing Regulations, as amended from time to time and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act, read with the Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2 on General Meeting (SS-2), setting out all material facts and reasons in respect of the item of Special Business set out in Item No. 1 of this Postal Ballot Notice is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Act read with the rules related thereto and circulars issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form.
3. In accordance with the Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and as per the guidelines issued by the Circulars, the Postal Ballot Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on January 17, 2025 ("Cut-off date") with the Company or Depository Participant / RTA
4. This Postal Ballot Notice shall also be available on the website of the Company [www.eyantraventures.com](http://www.eyantraventures.com), the same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's RTA MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), at <https://instavote.linkintime.co.in>. The availability of Postal Ballot Notice on the Company's website at [www.eyantraventures.com](http://www.eyantraventures.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) shall be deemed to be the issuance of Postal Ballot Notice to all the members whose email IDs are not registered with the Company.
5. Members holding equity shares as on the Cut-off Date can cast their vote using remote e- Voting facility only.
6. Voting rights of a members/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date. A person who is not a member as on the Cut-off Date should treat Postal Ballot Notice for information purpose only.
7. The Resolution, if approved, by the members by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the members and the last date of the e-Voting i.e., Friday, February 21, 2025 shall be the date on which the Resolution shall be deemed to have been passed.
8. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.
9. In compliance of the Circulars referred above, Regulation 44 of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its members, to enable them to cast their votes electronically on the resolution set out in this Postal Ballot Notice.

The Company has engaged the services of RTA as the agency to provide e-Voting facility. Instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

10. Voting is being done on electronic platform only, a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

All the members are requested to cast their votes only through remote e-Voting as per the procedure provided in Note 16.

11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [viveksurana24@gmail.com](mailto:viveksurana24@gmail.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
12. The Board in its meeting held on January 17, 2025 has appointed Mr. Vivek Surana (ACS: A24531, COP No.: 12901) from M/s. Vivek Surana & Associates, Practicing Company Secretaries, Hyderabad, having Peer Review Number 1809/2022 as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer's decision on the validity of postal ballot shall be final.
13. The result of the voting by Postal Ballot shall be announced on or before February 25, 2025 and shall be communicated to BSE Limited, where the equity shares of the Company are listed.
14. The results of the Postal Ballot/ e-Voting shall also be displayed on the Company's website at [www.eyantraventures.com](http://www.eyantraventures.com) and on the website of RTA at <https://instavote.linkintime.co.in>
15. All the material documents referred to in the statement pursuant to section 102 of the Act and rules related thereto will be available for inspection through electronic mode from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting. Members seeking to inspect such documents may also send an email to [cs@eyantraventures.com](mailto:cs@eyantraventures.com) stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.
16. **PROCEDURE FOR REMOTE EVOTING**

#### **Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

#### **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

#### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.

d) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsd.com>
  - b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
  - c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.

- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

##### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

##### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

##### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **NSDL form**, shall provide 'D' above

\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.



b) Click on “**Investor Mapping**” tab under the Menu Section

c) Map the Investor with the following details:

A. ‘Investor ID’ –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.

C. ‘Investor PAN’ - Enter your 10-digit PAN.

D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on “**Votes Entry**” tab under the Menu section.

c) Enter the “**Event No.**” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will be able to see the “Notification for e-voting”.

c) Select “**View**” icon for “**Company’s Name / Event number**”.

d) E-voting page will appear.

e) Download sample vote file from “**Download Sample Vote File**” tab.

f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> . or contact at toll free no. 1800 22 55 33

#### **Forgot Password:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

In case of any query pertaining to e-voting, may refer to the 'help' and FAQ sections/ E-voting user manual available through a dropdown menu in the download section of RTA website <https://instavote.linkintime.co.in> for e-voting

Members are requested to note the following contact details for addressing queries/ grievances, if any:

Mr. Meet Jain

(Associate – Evoting)

MUFG Intime India Pvt. Ltd

(formerly known as Link Intime India Private Limited)

Phone: +91 22 49186000 (Extn:2709 )

Email: [meet.jain@linkintime.co.in](mailto:meet.jain@linkintime.co.in); [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

Address: C - 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083.

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

### **Item No. 1:**

The Board of Directors of the Company ("Board") in their meeting held on January 17, 2025, on recommendation of the Nomination and Remuneration Committee, had re-appointed Mrs. Vinita Raj Narayanam as Chairperson and Managing Director of the Company for the period of 3 (Three) years commencing from March 4, 2025, until March 3, 2028 (both days inclusive), on below mentioned terms and conditions and remuneration, subject to requisite approval of the members of the Company being sought *via* this postal ballot.

### **Current and Proposed Term**

Mrs. Vinita Raj Narayanam was appointed as the Managing Director of the Company for a tenure of 3 (three) consecutive years, effective from March 4, 2022, to March 3, 2025, pursuant to the resolution passed by the Board of Directors in its meeting held on March 4, 2022, and duly approved by the members at the Extraordinary General Meeting held on May 31, 2022.

It is proposed to re-appoint Mrs. Vinita Raj Narayanam as Managing Director of the Company for another term of 3 (three) years, commencing from March 4, 2025, and ending on March 3, 2028 (both days inclusive), liable to retire by rotation. Further the Board in its meeting held on January 17, 2025 has reappointed her as Managing Director under the category as Chairperson.

### **Proposal and Rationale for re-appointment**

#### **a) Brief profile:**

Mrs. Vinita Raj Narayanam has been on the Board of the Company since March 4, 2022. She holds a master's degree in software engineering from Aptech Computer Science and a Bachelor of Science from the University of Pune. She has an experience and expertise of ten years in IT, Training and quality management by designing, developing, and implementing quality system standard, and software engineering processes. Prior to this, she has also worked as a counsellor and faculty of Aptech Computer Education, Pune.

#### **b) Expertise in specific functional areas:**

Specialize in quality management designing, developing, and implementing quality systems standard and software engineering processes.

#### **c) Confirmation**

The Company has received the following statutory disclosures / declarations from Mrs. Vinita Raj Narayanam:

1. Consent in writing for re-appointment as Chairperson and Managing Director, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014
2. Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.
3. Confirmation/Declaration that she has not been debarred from holding the office of a director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The terms as set out in the resolution and explanatory statement shall be treated as an abstract of the terms of re-appointment pursuant to Section 190 of the Act as amended from time to time. However, the Company shall enter the employment contract as per the Section 190 of the Act.

In the opinion of the Board, Mrs. Vinita Raj Narayanam fulfills the conditions specified in the Act and the rules made thereunder for her re-appointment as a Chairperson and Managing Director of the Company.

Pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members is required to be taken for reappointment of a person on the Board of Directors of the Company, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mrs. Vinita Raj Narayanam for reappointment as Chairperson and Managing Director of the Company as per the relevant provisions of the Act.

Further, as per the proviso to Section 160 of the Act, effective from February 09, 2018, the requirements of deposit of amount shall not apply in case of appointment a director recommended by the Nomination and Remuneration Committee. Hence, there is no requirement of submission of requisite deposit.

**d) Proposed Remuneration/Terms and Conditions of re-appointment:**

Remuneration Rs. 18,00,000/- per annum by way of salary, allowances, incentives and other benefits subject to the maximum permissible limits as specified in Section II of Part II of Schedule V of the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company

The aforesaid remuneration is subject to statutory deductions/contributions as may be applicable from time to time.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible by law.

Mrs. Vinita Raj Narayanam shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof or as may be determined by the Board from time to time.

Mrs. Vinita Raj Narayanam shall be liable to retire by rotation during her continuing tenure as Chairperson and Managing Director of the Company.

Mrs. Vinita Raj Narayanam shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and exercise such powers as may be assigned to her subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

As per the requirements of Regulation 36 (3) of SEBI Listing Regulations and Secretarial Standard 2 on general meetings issued by the Institute of Company Secretaries of India, the required details of Mrs. Vinita Raj Narayanam are appended in the Annexure forming part of the Postal Ballot Notice.

The Board hereby recommends the resolution set out in Item no 1 as a Special Resolution for your approval.

Except Mrs. Vinita Raj Narayanam and Mrs. Anjana Ramesh Thakker and their relatives, none of the other Directors, Key Managerial Personnel or Senior Management of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of resolution as mentioned in the accompanying Postal Ballot Notice.

**STATEMENT OF PARTICULARS**  
**(PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013)**  
**MRS. VINITA RAJ NARAYANAM, CHAIRPERSON AND MANAGING DIRECTOR**

**I. GENERAL INFORMATION**

Sl. No	Particulars/Subject	Information
1.	Nature of industry	Trading in Merchandising and Software Services
2.	Date or expected date of commencement of commercial Production	The Company commenced its business on January 8, 1985.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the Financial Year 2023-24, the Company made a turnover of Rs. 1405.78 Lacs) and Profit of Rs. 74.47 Lacs after tax.  However, in the Financial Year 2024-25, the Company made a turnover of Rs. 1130.89 Lacs and Profit of Rs. 115.59 Lacs after tax for the half year ended September 30, 2024.
5.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minors shareholding of Non Resident Indians.

**II. INFORMATION ABOUT THE APPOINTEE**

Sl. No.	Particulars/Subject	Information
1.	Background Details	Mrs. Vinita Raj Narayanam has completed her master's in software engineering from Aptech Computer Education and has a Bachelor of Science from University of Pune. She has an experience and expertise of ten years in IT, Training and quality management by designing, developing, an implementing quality system standard, and software engineering processes. She has also worked as a counsellor and faculty of Aptech Computer Education, Pune.
2.	Past remuneration	During the Financial Year 2023-2024, Mrs. Vinita Raj Narayanam has drawn the remuneration of Rs. 9,00,000/- as the Managing Director of the Company.
3.	Recognition or awards	Not Applicable
4.	Job profile and her suitability	Mrs. Vinita Raj Narayanam has experience and expertise more than decade in quality management designing, developing, and implementing quality systems standard and software engineering processes. Vinita Raj Narayanam has also worked as a counsellor and faculty of Aptech Computer Education, Pune.
5.	Remuneration proposed	Salary and other terms as fully set out in the explanatory statement of Item No. 1 of the Postal Ballot Notice. The

		remuneration proposed is within the permissible remuneration as per Schedule V of the Act.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is within the permissible remuneration as per Schedule V of the Act which is comparable with the Companies of the same size and profitability.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel or other director, if any	<p>Mrs. Anjana Ramesh Thakker, Non-Executive Director in the Company, is sister of Mrs. Vinita Raj Narayanam.</p> <p>Except the remuneration and her shareholding, there is no Pecuniary relationship directly or indirectly with the company.</p> <p>The Company discloses the related party transactions annually in the books of accounts of the Company. The Audit Committee discusses and approves such transactions every quarter. The Board of Directors duly approves the related party transactions and in the opinion of Board of Directors of the Company, none of the transactions is prejudicial to the interest of the Company.</p>

### III. OTHER INFORMATION:

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	The Company may have losses or inadequate profit due to reasons like change in market conditions and fluctuations, change in global economic conditions.
2.	Steps taken or proposed to be taken for improvement	<p>The Company has adopted the following, including but not limited, measures to improve the profitability:</p> <ul style="list-style-type: none"> <li>• Widening of customer base and better market penetration, especially in overseas market.</li> <li>• Conscious effort to develop products/customers base in alternate market segments.</li> <li>• Focus on significant improvements in operating costs.</li> <li>• Cost control in all areas.</li> <li>• Deeper penetration in the replacement market in India &amp; abroad.</li> </ul>
3.	Expected increase in the productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects it would improve and be comparable with the industry average.

**ADDITIONAL DISCLOSURES PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Director and DIN	Vinita Raj Narayanam 09319780
2.	A brief resume of the director	Mrs. Vinita Raj Narayanam has completed her master's in software engineering from Aptech Computer Education and has a Bachelor of Science from University of Pune. She has an experience and expertise of ten years in IT, Training and quality management by designing, developing, an implementing quality system standard, and software engineering processes. She has also worked as a counsellor and faculty of Aptech Computer Education, Pune.
3.	Nature of expertise in specific functional areas	Specialize in quality management designing, developing, and implementing quality systems standard and software engineering processes.
4.	Disclosure of relationships between directors inter-se	Mrs. Anjana Ramesh Thakker, Non-Executive Director in the Company is sister of Mrs. Vinita Raj Narayanam.
5.	Names of listed entities in which person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	Not Applicable
6.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable
7.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
8.	Age	55 years
9.	Qualifications	Master's in software engineering and Bachelor of Science.
10.	Experience	She has an experience and expertise of ten years in IT, Training and quality management by designing, developing, an implementing quality system standard, and software engineering



		processes.
11.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	<p><b><u>Terms and conditions of appointment or re-appointment:</u></b></p> <p>Re-appointed as Chairperson and Managing Director for a period of 3 Years w.e.f. March 4, 2025.</p> <p><b><u>Remuneration sought to be paid:</u></b> Forms part of the Explanatory Statement above.</p> <p><b><u>Remuneration last drawn:</u></b> During the Financial Year 2023-2024, Mrs. Vinita Raj Narayanam has drawn the remuneration of Rs.9,00,000/- as the Managing Director of the Company.</p>
12.	Date of first appointment on the Board	March 4, 2022
13.	Shareholding in the company	12,21,850 Equity Shares
14.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mrs. Anjana Ramesh Thakker, Non-Executive Director of the Company is sister of Mrs. Vinita Raj Narayanam.
15.	The number of Meetings of the Board attended during the year (01.04.2024 to till date)	7 (Seven) Board Meetings
16.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Not Applicable

**By order of Board of Directors  
For EYANTRA VENTURES LIMITED**

**Sd/-  
Priyanka Gattani  
Company Secretary and Compliance Officer  
Membership No. A33047**

**Date: - January 17, 2025  
Place:- Hyderabad**

**Registered Office:**  
301, 3<sup>rd</sup> Floor, CSR Estate, Plot No.8, Sector 1,  
HUDA Techno Enclave, Madhapur Main Road,  
Hyderabad, Telangana, India, 500081  
**Website:** [www.eyantraventures.com](http://www.eyantraventures.com)