Lotus Eye Hospital And Institute Limited

CIN No. : L85110TZ1997PLC007783

770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore - 641 014.

Tel : 0422 - 4229900, 4229999

R.S.PURAM
155B, East Periasamy Road, Near Chinthamani,
North Coimbatore, R.S.Puram, Coimbatore - 641 002.
Ph : 0422 - 4239900, 4239999

SARAVANAMPATTI
86/1, Site No.2, TRM Avenue, Sathy Road,
Saravanampatti, Coimbatore - 641 035.
Ph : 0422 - 2210021

E-mail : info@lotuseye.org Website : www.lotuseye.org

November 19, 2026

BSE Limited **Phiroze Jeejeebhoy Towers** **Dalal Street,** **Mumbai – 400 001** **Scrip Code: 532998**	**National Stock Exchange of India Limited** **Exchange Plaza, C-1, Block G,** **Bandra Kurla Complex,** **Bandra (East), Mumbai – 400 051** **Scrip Code: LOTUSEYE**

Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot dated November 11, 2026, seeking the approval of the Members of the Company through remote e-voting.

The Notice of Postal Ballot is being sent to those Members whose names appear in the Register of Members/Beneficial owners of the Company as on Friday, November 13, 2026 ("Cut-off date") and whose email addresses are registered with the Company/Depositories. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility to its Members.

The remote e-voting facility shall commence on Friday, November 20, 2026 at 09:00 A.M. (IST) and shall remain open until Saturday, December 19, 2026 at 05:00 P.M. (IST). The resolutions proposed to be passed through the Postal Ballot, along with the detailed procedure and instructions for remote e-voting, are provided in the Notice of Postal Ballot.

This is for your information and records.

Thanking You

For Lotus Eye Hospital and Institute Limited

SENTHILKUMAR PRATHISH

Digitally signed by SENTHILKUMAR PRATHISH
Date: 2026.11.19 11:24:17 +05'30'

Prathish S
Company Secretary & Compliance Officer

LOTUS EYE HOSPITAL AND INSTITUTE LIMITED

CIN: L85110TZ1997PLC007783
770/12, Avinashi Road, Civil Aerodrome Post, Coimbatore - 641014
Tel: 0422 - 4229900, 4229999
E-mail: companysecretary@lotuseye.org Website: www.lotuseye.org

NOTICE OF POSTAL BALLOT

NOTICE of Postal Ballot is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars") and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), that the Special Business(es) set out below are proposed to be passed by the members of the Company as on the Cut-off Date by way of Special Resolution through the Postal Ballot by way of voting through electronic means ("remote e-Voting") only.

SPECIAL BUSINESS:

Item No.1 - Approval for enhancement of borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this resolution) to borrow, from time to time, any sum or sums of money, in Indian Rupees or in any foreign currency, from banks, financial institutions, bodies corporate, mutual funds, trusts, funds, debenture holders, bondholders, multilateral agencies, external commercial lenders or any other permitted lender, whether by way of loans, credit facilities, funded and/or non-funded facilities, debentures, bonds, notes,

commercial papers, external commercial borrowings or any other debt instrument or arrangement, whether secured or unsecured, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, provided that the aggregate borrowings outstanding at any point of time shall not exceed Rs. 100 Crore (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide the amount, timing, nature, currency, tenure, interest rate, pricing, repayment schedule, security, covenant package and other terms and conditions of such borrowings and to negotiate, finalise, execute, amend and deliver all agreements, applications, deeds, declarations, undertakings, instruments, writings and other documents as may be required in connection therewith.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, take all such steps and settle any question, difficulty or doubt that may arise in connection with or for giving effect to this resolution, and to delegate, to the extent permitted under applicable law, all or any of the powers conferred by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company."

Item No.2 - Enhancement of the limit for creation of charges / mortgages on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this resolution) to create, from time to time, mortgage(s), charge(s), pledge(s), hypothecation(s) and/or other security(ies), in addition to the existing mortgage(s), charge(s), pledge(s), hypothecation(s) and/or security(ies), in such form and manner and with such ranking and priority and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable properties, tangible or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in favour of banks, financial institutions,

debenture holders, mutual funds, bodies corporate or any other lender(s), trustee(s), investor(s), or person(s) or entity(ies), whether in India or outside India (collectively, the "Lenders"), for securing the financial indebtedness availed or to be availed by the Company from time to time, together with interest, liquidated damages, prepayment premium, costs, charges, expenses and all other monies payable by the Company in respect thereof, provided that the aggregate amount of financial indebtedness secured by the assets of the Company shall not exceed ₹100 Crore (Rupees One Hundred Crore Only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize, negotiate and execute all such agreements, applications, deeds, declarations, undertakings, instruments, writings and documents and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for creating, modifying, registering, perfecting or otherwise giving effect to the aforesaid mortgage(s), charge(s), pledge(s), hypothecation(s) or other security(ies), including making necessary filings with the Registrar of Companies and other statutory, regulatory or governmental authorities.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, take all such steps and settle any question, difficulty or doubt that may arise in connection with or for giving effect to this resolution, and to delegate, to the extent permitted under applicable law, all or any of the powers conferred by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel and/or officer(s) of the Company."

By Order of the Board
For **Lotus Eye Hospital And Institute Limited**

Prathish S
Company Secretary & Compliance Officer

Place: Coimbatore
Date: November 11, 2026

NOTES:

1. In accordance with the Ministry of Corporate Affairs (MCA) Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as MCA Circulars), this Notice of Postal Ballot is being sent electronically to those Members whose names appear in the Register of Members/Beneficial Owners as on Friday, November 13, 2026 ("Cut-off Date") and who have registered their e-mail addresses with the Company / Depositories. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

2. The Notice of Postal Ballot is also be available on the Company's website www.lotuseye.org, the websites of Stock Exchanges i.e., BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the CDSL's website www.evotingindia.com. Physical copies of the Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent, in line with the exemption provided in the MCA Circulars.

3. An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the businesses to be transacted and the reasons forms part of this Postal Ballot Notice.

4. The Members holding shares in physical form who have not registered/updated their mobile number/email address with the Company are requested to register/update the same by writing to the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, at investor.helpdesk@in.mpms.mufg.com, mentioning their Folio Number and attaching a self-attested copy of their PAN Card. Members holding shares in dematerialized form are requested to register/update their mobile number/email address with their respective Depository Participant for receiving all communications from the Company electronically.

5. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, as may be applicable, the Company is providing Members the facility to exercise their right to vote by electronic means through the e-voting service provider. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency.

6. The remote e-voting period commences on Friday, November 20, 2026 at 09:00 A.M. (IST) and ends on Saturday, December 19, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter, and Members will not be allowed to cast their votes beyond the said date and time.

7. A Member cannot exercise his/her vote through proxy on Postal Ballot.

8. The Voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, November 13, 2026.

9. The resolution, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting, i.e., Saturday, December 19, 2026, and shall be deemed to have been passed at a General Meeting of the Members convened in that behalf.

10. Mr. P. Eswaramoorthy of M/s. P. Eswaramoorthy & Co, Company Secretaries, has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

11. The Scrutinizer shall submit his report to the Chairperson or any person authorised, and the results of the Postal Ballot, shall be declared within two working days and hereafter displayed at the Registered Office of the Company and communicated to the Stock Exchanges and uploaded on Company's website.

THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

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

(i) The Voting period begins on Friday, November 20, 2026 at 09:00 A.M. (IST) and ends on Saturday, December 19, 2026 at 05:00 P.M. (IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, November 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015; Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 & My Easi New (Token) 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
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 and 022 - 2499 7000

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

(iv) **Login method for Remote e-Voting for Physical Shareholders and Shareholders other than individual holding in Demat form.**

1) The Shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

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

	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Lotus Eye Hospital and Institute Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@lotuseye.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

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

1. For Physical Shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to writing to the Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, at investor.helpdesk@in.mpms.mufg.com

2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 21 09911.

LOTUS EYE HOSPITAL & INSTITUTE

EXPLANATORY STATEMENT ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 1 & 2

The Members of the Company had, at the 17th Annual General Meeting held on September 24, 2014, approved a borrowing limit under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 25 Crore over and above the aggregate of the paid up share capital and free reserves of the Company and approved creation of mortgages, charges and hypothecations as may be necessary on the assets of the Company for an outstanding aggregate value not exceeding Rs. 25 Crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company.

In view of the Company's proposed business expansion, project opportunities, future business requirements, financing arrangements and the need for greater financial flexibility, the Board of Directors considers it appropriate to seek fresh approval of the members of the Company for enhanced borrowing powers and security creation powers.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium account of the Company only with the approval of the members by way of a Special Resolution. Accordingly, approval of the members is sought to authorise the Board to borrow monies together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) from time to time, upto an amount of Rs. 100 Crore (Rupees One Hundred Crore Only), notwithstanding that the aggregate amount of such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

The borrowing arrangements entered into by the Company from time to time may require creation of mortgages, charges, hypothecations, pledges, assignments or other security interests over the undertakings, properties, assets, investments, receivables and cash flows of the Company in favour of lenders, trustees or other secured parties. Under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors may create such security over the whole or substantially the whole of an undertaking of the Company only with the approval of the members by way of a Special Resolution. Accordingly, the approval of the Members is sought in respect of the matters covered under the resolution set out at Item No. 2.

The proposed resolutions are intended to provide the Board with the necessary flexibility to arrange funds and create appropriate security for borrowings, as and when required, in the best interests of the Company. The Board shall exercise the powers conferred under the

proposed resolutions subject to the limits specified therein and the applicable provisions of the Act and other relevant laws.

The Board recommends the Special Resolution set out at Item No. 1 & 2 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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