



VISAKA INDUSTRIES LIMITED
(CIN: L52520TG1981PLC003072)

Regd. & Corporate Office: Visaka Towers, 1-8-303/69/3, S.P. Road, Secunderabad – 500 003
Phone. No: 040-2781 3833, Website: <https://www.visaka.co> , E-mail: investor.relations@visaka.in

NOTICE OF POSTAL BALLOT

(Pursuant to provisions of Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No. 9/2023 dated September 25, 2023 and latest being General Circular No 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) and General Circular Nos. 133/2024 dated October 3, 2024 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the circulars”) and any 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), that the Special Resolution(s) as set out in this notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution(s) is restricted only by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and share transfer Agent (RTA)/depository participant(s). The details of the procedure to cast the vote forms part of the notes to this notice.

The Company has appointed Mr. B. V. Saravana Kumar (ICSI Membership Number-ACS 26944 & CP-11727), Practicing Company Secretary, Hyderabad to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within 2(Two) working days from the conclusion of the e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.visaka.co/>

The proposed resolutions, if passed by the requisite majority, shall be deemed to have been passed on April 10, 2025, being the last day of remote e-voting. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot / e-voting process, shall be final.

Items of business requiring approval of members through Postal Ballot by “remote e-voting” are given below:

S. No.	Particulars
1	Reappointment of Smt. Vanitha Datla (DIN: 00480422) as a non-executive independent director of the Company for a further period of five consecutive years effective from May 26, 2025.
2	Reappointment of Shri Appnender Babu Gogineni (DIN: 00034681) as a non-executive independent director of the Company for a further period of five consecutive years effective from May 26, 2025.

The remote e-voting can be exercised during the following period:

Commencement of e-voting	Wednesday, March 12, 2025, 9:00 A.M. (IST)
Conclusion of e-voting	Thursday, April 10, 2025, 5:00 P.M. (IST)
Cut-off date for eligibility to vote	Friday, March 07, 2025

The e-voting facility will be disabled by the scrutinizer immediately after 5:00 P.M. (IST) on Thursday, April 10, 2025.

SPECIAL BUSINESS:

ITEM NO.1: Reappointment of Smt. Vanitha Datla (DIN: 00480422) as a Non-Executive Independent 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 of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Vanitha Datla (DIN: 00480422), who holds the office as a Non-Executive independent director up to May 25, 2025 be and is hereby reappointed as a Non-Executive independent director not liable to retire by rotation for a second term of (5) five consecutive years with effect from May 26, 2025.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee thereof) be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

ITEM NO. 2: Reappointment of Shri Appender Babu Gogineni (DIN: 00034681) as a Non-Executive Independent 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 of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Appender Babu Gogineni (DIN: 00034681), who holds the office as an Non-Executive independent director up to May 25, 2025 be and is hereby reappointed as a Non-Executive independent director not liable to retire by rotation for a second term of (5) five consecutive years with effect from May 26, 2025.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee thereof) be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Date: February 14, 2025,

Place: Secunderabad

**By Order of the Board of Directors
For Visaka Industries Limited**

Sd/-

**Ramakanth Kunapuli
AVP and Company Secretary
ICSI Membership No: F5539**

Registered Office:

Visaka Industries Limited

1-8-303/69/3, Visaka Tower,

S. P. Road, Secunderabad,

Telangana, 500003 IN

CIN: L52520TG1981PLC003072

Phone. No: 040-2781 3833

Website: <https://www.visaka.co>

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this postal ballot notice .
2. In accordance with the MCA circulars, the notice is being sent in electronic form through email only. The hard copy of the notice along with the postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

The postal ballot notice is being sent to all the members, whose names appear in the register of members as on the close of business hours on March 07th, 2025 ["Cut-Off Date"].

3. For the purpose of providing remote e-voting facility, the Company has engaged **National Securities Depository Limited (NSDL)** for facilitating remote e-voting, enabling the members to cast their votes electronically.
4. Members may please note that the postal ballot notice will also be available on the Company's website at <https://www.visaka.co/>, websites of the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.
5. Members who wish to inspect the documents referred to in the notice or explanatory statement may send their requests at the investor.relations@visaka.in from their registered email address mentioning their name, folio number/DP Id & Client Id until the last date of remote e-voting period of this postal ballot i.e. Thursday, April 10, 2025 and aforesaid documents will be available for inspection at <https://www.visaka.co/>
6. Dispatch of the postal ballot notice and the explanatory statement shall be announced through an advertisement published and circulated in regional and english newspapers, in the district where registered office of the Company is situated and shall be hosted at the Company's website at <https://www.visaka.co.>
7. The remote e-voting through electronic means will commence on **Wednesday March 12, 2025, at 9:00 A.M.** (IST) and will **end on Thursday April 10, 2025 at 5:00 P.M.** (IST) and thereafter the said e-voting module will be disabled by Scrutinizer.
8. Resolutions passed by the members through remote e-voting are deemed to have been passed as if the same had been passed at a General Meeting of the Members.
9. In accordance with the MCA circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the depository participant(s) where they maintain their demat accounts, if the shares are held in electronic form and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA i.e., KFin Technologies Limited, Selenuim Building, Tower – B, Plot No 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana, India, if the shares are held in physical form.
10. In compliance with MCA Circulars, the notice is being sent by electronic mode to those members whose names appear in the Register of Members / Beneficial Owners as received from Central Depository Services

(India) Limited (CDSL) / National Securities Depository Limited (NSDL) as on cut-off date, i.e., Friday, March 07, 2025, and whose e-mail IDs are registered with the Company / Depositories / RTA. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Further, the members whose names appear in the register of members / list of beneficial owners as on cut-off date, i.e. Friday, March 07, 2025 are entitled to vote on the Resolutions set forth in this postal ballot notice. Voting shall be in proportion to his / her/ its shareholding in the paid-up equity shares capital of the Company. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only.

- 11.** A member cannot exercise his/her vote by proxy on e-voting.
- 12.** Once the vote on a resolution(s) stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.
- 13.** Any query in relation to the resolutions proposed to be passed by this Postal Ballot may be addressed to Email: investor.relations@visaka.in for any query / grievance with respect to E-voting.
- 14.** Corporate / Institutional Members : Corporate/ Institutional Members (that is, other than individuals, HUF, NRI, etc.) opting for Postal Ballot voting are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer through email at saravana1015@gmail.com or investor.relations@visaka.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVEN No'
- 15.** Information on Directors recommended for appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Details of Director seeking Appointment

**[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and
Clause 1.2.5 Secretarial Standard-2 on General Meetings]**

Name of the Director	Smt. Vanitha Datla	Shri Appnender Babu Gogineni
DIN	00480422	00034681
Category / Designation	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	30-11-1967	20-01-1958
Age	57 years	67 years
Date of first appointment on the Board as a Non-Executive Independent Director	May 26, 2020	May 26, 2020
Qualifications	Chartered Financial Analyst (CFA), ICFAI, Hyderabad, Post Graduate Diploma in Business Administration (PGDBA), ICFAI, Hyderabad, Bachelor of Arts (BA), St. Francis College for Women, Hyderabad.	B.E., Mechanical (1981) from Bangalore university.
Directorships in other listed Companies (excluding foreign companies)	Cyient DLM Limited – Independent Director	Nil
Directorship in other Companies	1. Elico Limited 2. Elico Healthcare services Limited 3. Eliscription Private Limited 4. Elico Mechoptronix Private Limited 5. Srinivasa Farms Private Limited	1. Ratna Polymers Pvt Ltd 2. Srivari Realty Pvt Ltd
Chairmanship / Membership of Committees in other Companies	In Cyient DLM Limited. Chairperson of Stakeholder Relationship Committee. Member of:- Audit Committee Nomination & Remuneration Committee Risk Management Committee.	Nil
Number of Equity Shares held in the Company	Nil	Nil
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Relationship between Directors inter-se; with other	None	None

Directors and Key Managerial Personnel of the Company		
Terms and conditions of appointment	Reappointment as a Non-Executive Independent Director for a further period of five consecutive years effective from May 26, 2025 (for further details please refer explanatory statement to the notice)	Reappointment as a Non-Executive Independent Director for a period of five consecutive years effective from May 26, 2025 (for further details please refer to an explanatory statement to the notice)
Remuneration last drawn (in FY 2023-24), if applicable	Nil	Sitting Fee: Rs. 2.30 Lakhs Commission: Rs. 15 Lakhs
Remuneration proposed to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
Number of Meetings of the Board attended during the year 2024-25	4 (Four)	4 (Four)
Justification for choosing the appointee for appointment as Non-Executive Independent Director	Her expertise knowledge in business strategy and operations, risk management, financial management, accountancy and governance has contributed immensely for the growth of the Company	His expertise knowledge in business strategy and operations, risk management, financial and supply chain management and governance has contributed immensely for the growth of the Company
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Explanatory Statement	
Brief Resume		
Nature of expertise in specific functional areas		

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

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 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">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.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.jspVisit 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 be opened. 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

	<p>see the 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 are 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, users will be able

	to see the e-Voting option where the e-voting 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 the company name or e-Voting service provider i.e. NSDL and you will be redirected to the 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 Forgot User ID and Forgot 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., 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 22 55 33

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 the 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 saravana1015@gmail.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 investor.relations@visaka.in.
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 investor.relations@visaka.in. If you are an Individual shareholder 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.

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013:

Item No. 1 & 2

Smt. Vanitha Datla (DIN: 00480422) and Shri Appnender Babu Gogineni (DIN: 00034681) were initially appointed as non-executive independent Directors of company at the 38th Annual General Meeting held on July 23, 2020, for a term of five consecutive years, from May 26, 2020, to May 25, 2025, and their present term ends on May 25, 2025. Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) being eligible for a re-appointment for a second term of Five consecutive years, based on the recommendation of nomination and remuneration Committee and subject to approval of the members of the Company by way special resolution, the Board of Directors at its meeting held on February 14, 2025, re-appointed them for a second term of (5)Five consecutive years w.e.f May 26, 2025 under Sections 149, 150 and 152 of the Act and applicable provisions of Listing Regulations and Article 145 of the Articles of Association of the Company.

While appointing / reappointing the directors, the nomination and remuneration committee of the Board of Directors of the Company considers candidates with experience and expertise across industries for appointments on the Board. It also deliberates on various factors including the current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment, and statutory requirements for appointment of any person on the Board.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards are provided in the notes, forms part of this notice. A copy of the draft Letter of Appointment for non-executive independent directors is available for inspection as per the procedure of inspection and details are provided in this notice.

Remuneration payable to Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) includes sitting fees for attending board and committee meetings and payment of commission as per the provisions of the Act and Listing Regulations and as per the approval accorded by the members of the Company in their 41st Annual General Meeting held on July 07, 2023 and remuneration policy of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Act from members of the Company proposing their candidature as Independent Director(s) of the Company individually. Both Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) have conveyed the Company their consent to act as independent director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) including declaration that they are not debarred from holding the office of a director pursuant to any order passed by SEBI or any other regulatory authorities. Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) fulfill the criteria stipulated under the Companies Act, 2013 and the Listing Regulations for being re-appointed as Independent Directors and hold the requisite registration as prescribed under Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 with IICA (Indian Institute of Corporate Affairs).

In terms of Regulation 25(8) of the Listing Regulations both directors have individually confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The nomination and remuneration committee considered the rich and varied experience of Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) in their respective fields. Further, the

nomination and remuneration Committee also noted that skills, expertise and competencies possessed by Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681), and same are in alignment with the skills and expertise, identified by the Committee and recommended the Board for their re-appointment as independent directors of the Company. In the opinion of the Board, Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations.

Pursuant to the provisions of regulation 17((1E) of the Listing Regulations, If the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation, sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.

Smt. Vanitha Datla (DIN: 00480422) & Shri Appnender Babu Gogineni (DIN: 00034681) being appointees are interested in the resolution(s) as set out in the item no. 1 & 2 respectively. Further, their relatives are also deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except for the above, none of the other directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or other, in the proposed resolution(s).

Re-appointment of Smt. Vanitha Datla & Shri. Appnender Babu Gogineni requires approval of the shareholders by way of Special Resolution(s). The Board of Directors recommends the Special Resolution(s) set out in point Nos. 1 & 2 of the notice for approval of members.

Brief profile of the directors being re-appointed

Smt. Vanitha Datla

Smt. Vanitha Datla (DIN: 00480422) aged about 57 years is a Chartered Financial Analyst and holds a post graduate diploma in business administration from the Institute of Financial Analysts of India. She also did doctoral programme from the Indian School of Business, focusing on the role of women in family businesses. Smt. Vanitha Datla is the Vice Chairperson of Elico, a Hyderabad-based analytical instrumentation company, and the Managing Director of Elico Healthcare Services Ltd, a respected partner in the healthcare industry. She has nearly three decades of experience across various sectors, including financial services, insurance, cement, power, security printing, instrumentation, and BPO services, in both the USA and India.

Smt. Vanitha Datla is a staunch advocate for diversity, inclusion, and women's empowerment and has dedicated the past decade to improving women's representation in the corporate sector through policy development, mentoring, and promoting best practices. Her leadership roles in industry forums at the state, regional, and national levels have equipped her to serve as an independent director on corporate boards and as an advisor to several academic institutions and social non-profit organizations. As treasurer of Women in Network, a non-profit organization. She and her team work with children from urban slums, mentoring them over weekends to encourage them to return to school and improve their quality of life. At present she is Chairperson of the Audit Committee and the Risk Management Committee of the Board of Directors of the Company.

Shri Appnender Babu Gogineni

Shri Appnender Babu Gogineni aged about 67 years has done BE, Mechanical from Bangalore University. Shri Appnender Babu Gogineni is an industrialist with more than three decades of industrial experience in manufacturing corrugated packing materials. He was also a member of the Federation of Telangana and AP Chamber of Commerce and Industry for a period of 2 years in the past. He has wide industrial exposure to and has wide ranging contacts in various large industries, since he was in the packaging industry for more than three decades. He is the Managing Director of Ratna Polymers Pvt. Ltd and a director of Srivari Realty Pvt. Ltd. At present he is the Chairperson of the Stakeholders Relationship Committee and a Member of the Nomination & Remuneration Committee, Corporate Social Responsibility Committee, and Risk Management Committee of the Board of Directors of the Company.

Date: February 14, 2025

Place: Secunderabad

Registered Office:

Visaka Industries Limited

1-8-303/69/3, Visaka Tower,

S. P. Road, Secunderabad,

Telangana, 500003 IN

CIN: L52520TG1981PLC003072

Phone. No: 040-2781 3833

Website: www.visaka.co

**By Order of the Board of Directors
For Visaka Industries Limited**

Sd/-

Ramakanth Kunapuli

AVP and Company Secretary

ICSI Membership No: F-5539