

## NOTICE OF POSTAL BALLOT

*Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.*

Dear Member(s),

Notice is hereby given, pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution(s) appended below are proposed to be passed by the Members of Mohit Industries Limited ("the Company") through postal ballot by remote e-Voting process ("e-voting").

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice ("Notice") and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company at <https://www.mohitindustries.com/>.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on December 24, 2024, has appointed M/s. Dhirren Dave & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The instructions for E-voting are given in notes forming part of this Notice.

Pursuant to Section 108 of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its members for the Postal Ballot. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting. The E-voting facility will commence on **Thursday, January 2, 2025, 9:00 a.m. (IST)** and will end on **Saturday, February 1, 2025, 5:00 p.m. (IST)**. E-Voting module will be blocked by NSDL at 5.00

p.m. on Saturday, February 1, 2025, and voting shall not be allowed beyond the said date and time.

**Members should note that in compliance with the requirements of the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, Registrar and Transfer Agent or Depositories and the communication of assent/dissent of the members will take place through the remote e-voting system. Accordingly, the physical Postal Ballot Notice, Postal Ballot Form and pre-paid business envelope are not being sent to the members for this postal ballot. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.**

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit their report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before Tuesday, February 4, 2025, and shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at [www.mohitindustries.com](http://www.mohitindustries.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Board of Directors of the Company recommends approval of the members for the Resolutions appended below.

#### **SPECIAL BUSINESSES:**

##### **ITEM NO. 1:**

##### **APPOINTMENT OF MRS. SAMIKSHA RAJESH NANDWANI (DIN: 08815491) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mrs. Samiksha Rajesh Nandwani (DIN: 08815491) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company, with effect from November 6, 2024, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, approval of the shareholders of the Company be and is hereby accorded to appoint Mrs. Samiksha Rajesh Nandwani as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from November 6, 2024.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

**ITEM NO. 2:**

**APPOINTMENT OF MR. DISHANT KAUSHIKBHAI JARIWALA (DIN: 07482806) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company, with effect from November 6, 2024, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Dishant Kaushikbhai Jariwala as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years from November 6, 2024.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

Registered Office:  
Office No. 908, 9th Floor, Rajhans Montessa,  
Dumas Roar, Ring Road, Magdalla, Surat,  
Gujarat, 395007

By Order of the Board of Directors,  
For Mohit Industries Limited

Date: December 24, 2024  
Place: Surat

Sd/-  
Narayan Sitaram Saboo  
Managing Director & CFO  
DIN: 00223324

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, December 27, 2024 ("Cut-off Date").
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Members are requested to provide their assent or dissent through e-Voting only.
4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "Mohit Industries - Postal Ballot- Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Adroit Corporate Services Pvt. Ltd. at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or to the Company at [contact@mohitindustries.com](mailto:contact@mohitindustries.com) with name of registered member(s), folio number(s)/DP Id/Client Id and no. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
5. The voting rights of member(s) for e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. 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 shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Shrikanth Masarm, Company Secretary and Compliance Officer at Email: [compliancesecretary@mohitindustries.com](mailto:compliancesecretary@mohitindustries.com) or for any query / grievance with respect to e-voting, you can write and email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre (Senior Manager) at [evoting@nsdl.com](mailto:evoting@nsdl.com).
9. Voting through Electronic Means ("E-voting"): In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of NSDL. The E-voting facility is available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

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

### **Step 1: Access to NSDL e-Voting system**

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

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

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-</li> </ol> |

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|                                                                           | <p>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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></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"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user 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.</li> </ol> |

|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</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. 1800-21-09911 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>                                                                                                                                    |
|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [drd@drdcs.net](mailto:drd@drdcs.net) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre (Senior Manager) at [evoting@nsdl.com](mailto: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 [contact@mohitindustries.com](mailto:contact@mohitindustries.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [contact@mohitindustries.com](mailto:contact@mohitindustries.com). If you are an Individual shareholder's 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT**

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

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 and 2 of the accompanying Notice dated December 24, 2024:

### **ITEM NO. 1**

#### **APPOINTMENT OF MRS. SAMIKSHA RAJESH NANDWANI (DIN: 08815491) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intentions to propose Mrs. Samiksha Rajesh Nandwani as a candidate for the office of an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 06.11.2024 as mentioned in the resolution and shall not retire by rotation.

Mrs. Samiksha Rajesh Nandwani is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has also received a declaration from Mrs. Samiksha Rajesh Nandwani that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Samiksha Rajesh Nandwani possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mrs. Samiksha Rajesh Nandwani fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Accordingly, the Board recommends the Resolution set out at Item No. 1 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Samiksha Rajesh Nandwani is considered to be interested or concerned in the above resolution.

### **ITEM NO. 2**

#### **APPOINTMENT OF MR. DISHANT KAUSHIKBHAI JARIWALA (DIN: 07482806) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intentions to propose Mr. Dishant Kaushikbhai Jariwala as a candidate for the office of an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 06.11.2024 as mentioned in the resolution and shall not retire by

rotation.

Mr. Dishant Kaushikbhai Jariwala is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from Mr. Dishant Kaushikbhai Jariwala that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Dishant Kaushikbhai Jariwala possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Dishant Kaushikbhai Jariwala fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Accordingly, the Board recommends the Resolution set out at Item No. 2 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Dishant Kaushikbhai Jariwala is considered to be interested or concerned in the above resolution.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT/CONTINUANCE OF APPOINTMENT:**

|                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                                                                             | Mrs. Samiksha Rajesh Nandwani                                                                                                                                                                                                                                                                                                                                                                                                                                  | Mr. Dishant Kaushikbhai Jariwala                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Brief Resume                                                                     | As given in item no.1 of the Explanatory Statement.                                                                                                                                                                                                                                                                                                                                                                                                            | As given in item no.2 of the Explanatory Statement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| DIN                                                                              | 08815491                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 07482806                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Date of Birth                                                                    | 14/12/1994                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 05/07/1988                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Original date of Appointment                                                     | November 6, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                               | November 6, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Qualification                                                                    | Bachelors in Business Administration Specialization in Marketing                                                                                                                                                                                                                                                                                                                                                                                               | Masters in Engineering                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Nature of Experience in specific functional Area                                 | Ms. Samiksha Nandwani, holds the degree of Bachelors in Business Administration. She has done specialization in Marketing Field and She is fashion Merchandiser.                                                                                                                                                                                                                                                                                               | Mr. Dishant Kaushikbhai Jariwala has great expertise of Business Strategy and marketing strategy. He is also having the experience of Moulding Industry for more than 10 years.                                                                                                                                                                                                                                                                                                                                                                                  |
| Justification for choosing the appointee for appointment as Independent Director | Mrs. Samiksha Nandwani exemplifies integrity, brings relevant expertise and experience. Given her extensive background, the Board deems her appointment highly beneficial and in the Company's best interest. The Board recommends that it desirable and in the interest of the Company to have Mrs. Samiksha Nandwani on the Board of the Company and accordingly, the Board recommends the appointment of Mrs. Samiksha Nandwani as an Independent Director. | In the opinion of the Board, Mr. Dishant Kaushikbhai Jariwala is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director. Considering his experience, the Board recommends that it desirable and in the interest of the Company to have Mr. Dishant Kaushikbhai Jariwala on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Dishant Kaushikbhai Jariwala as an Independent Director. |
| Disclosure of relationships between directors inter-se                           | Not related to any of the Directors or Key Managerial Personnel of the Company                                                                                                                                                                                                                                                                                                                                                                                 | Not related to any of the Directors or Key Managerial Personnel of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Names of listed entities in which the person also holds the directorship and the | 1. Mask Investments Limited<br>•Audit Committee – Member<br>•Stakeholders Relationship                                                                                                                                                                                                                                                                                                                                                                         | 1. Bigbloc Construction Limited<br>•Audit Committee - Chairman                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

|                                                                                                                                                         |                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| membership of Committees of the board [along with listed entities from which the person has resigned in the past three years] *                         | Committee –Member                                                                                                                                                                                                                                                                   | & Member<br>•Stakeholders Relationship Committee – Chairman & Member<br><br>2. Mask Investments Limited<br>•Audit Committee – Chairman & Member<br>•Stakeholders Relationship Committee – Chairman & Member                                                                         |
| Directorship in other Companies                                                                                                                         | 2                                                                                                                                                                                                                                                                                   | 4                                                                                                                                                                                                                                                                                   |
| Chairmanship / Membership of Committees in other Companies *                                                                                            | 2                                                                                                                                                                                                                                                                                   | 4                                                                                                                                                                                                                                                                                   |
| Number of Equity Shares held in the Company [in the listed entity, including shareholding as a beneficial owner]                                        | Nil                                                                                                                                                                                                                                                                                 | Nil                                                                                                                                                                                                                                                                                 |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As given in item no.1 of the Explanatory Statement.                                                                                                                                                                                                                                 | Refer to the Item no. 02 of the explanatory statement.                                                                                                                                                                                                                              |
| Terms and conditions of appointment or reappointment                                                                                                    | Appointment as Independent Director of the company for a period of 5 consecutive years with effect from November 6, 2024 till November 5, 2029, and that he shall not be liable to retire by rotation (refer Item no. 2 of this Notice read with the explanatory statement thereto) | Appointment as Independent Director of the company for a period of 5 consecutive years with effect from November 6, 2024 till November 5, 2029, and that he shall not be liable to retire by rotation (refer Item no. 2 of this Notice read with the explanatory statement thereto) |
| Remuneration last drawn (in FY 2023-24), if applicable                                                                                                  | Nil                                                                                                                                                                                                                                                                                 | Nil                                                                                                                                                                                                                                                                                 |
| Remuneration proposed to be paid                                                                                                                        | As given in item no.1 of the Explanatory Statement.                                                                                                                                                                                                                                 | Refer to the Item no.02 of the explanatory statement.                                                                                                                                                                                                                               |
| Number of Meetings of the Board attended during the year 2024-25                                                                                        | 2                                                                                                                                                                                                                                                                                   | 2                                                                                                                                                                                                                                                                                   |

\* Committees includes Audit Committee and Stakeholders Relationship Committee