



## **EXCEL INDUSTRIES LIMITED**

CIN: L24200MH1960PLC011807

Registered Office: 184-87, S. V. Road, Jogeshwari (West), Mumbai-400 102

Email: [investors@excelind.com](mailto:investors@excelind.com) • Website: [www.excelind.co.in](http://www.excelind.co.in) • Phone: 022-6646 4200

### **Notice of Postal Ballot**

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

Dear Member(s),

Notice is hereby given to the members of the Company pursuant to Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws and regulations, if any, seeking your approval for the resolution set out below proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) using the platform provided by Link Intime India Private Limited ("LIIP"):-

Ministry of Corporate Affairs (MCA), Government of India, vide General Circular Nos. 11/2022, 03/2022, 02/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated December 28, 2022, May 5, 2022, December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020, respectively (collectively referred to as "MCA Circulars"), has allowed companies to send postal ballot notice by e-mails to all its members who have registered their email addresses with the Company or depository / depository participants. Accordingly, this notice is being sent to members who have registered their e-mail addresses. The proposed resolution together with the explanatory statement setting out all the material facts concerning the resolution, as required under section 102 of the Act, is annexed herewith for consideration of the members.

In accordance with the MCA circulars, the Company is allowed to conduct voting through remote e-voting only. Accordingly, the Company has arranged to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to the Postal Ballot Notice for casting their votes electronically.

#### **SPECIAL BUSINESS:**

1. To consider the appointment of Mr. Dinesh Kumar Bhagat as a Nominee Director, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dinesh Kumar Bhagat (DIN:10039806), who was appointed as an Additional Director and designated as Nominee Director by the Board with effect from 24<sup>th</sup> March, 2023, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as nominee director of the Company, whose period of office shall be liable to be determined by retirement of directors by rotation."



## EXCEL INDUSTRIES LIMITED

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
of Excel Industries Limited

S K Singhvi  
Company Secretary

Registered Office:  
184-87, Swami Vivekanand Road,  
Jogeshwari (W), Mumbai-400 102.

Place: Mumbai

Date: 24<sup>th</sup> March, 2023

### NOTES:

1. An Explanatory Statement as required under section 102 of the Companies Act, 2013, read with Rules made thereunder, setting out all the material facts concerning the Resolution is annexed hereto.
2. As per the provisions of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and also in terms of MCA Circulars, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by Link Intime India Private Limited (“LIIPL”).
3. The Notice and Explanatory Statement are available on the website of the Company at [www.excelind.co.in](http://www.excelind.co.in), on the website of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> as well.
4. Pursuant to the MCA Circulars, this notice is being sent only by email to those Members who have registered their email addresses with the Company / Depository(s) and whose name appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on the close of business hours on **07<sup>th</sup> April, 2023** (the cut-off date). The Members, whose names appear in the Register of Members or List of Beneficial Owners as on the cut-off date are entitled to vote on the resolution set forth in this Notice. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date. In accordance with the MCA Circulars, physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. In case the e-mail address of any member is not registered with the Company/ Depositories/ Registrar and Share Transfer Agent, please follow the process provided in point no. 9 below.

A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

5. The resolution, on receiving the requisite number of “assent” votes, shall be deemed to have been passed on **20<sup>th</sup> May, 2023** (Last day of e-voting)
6. Mr. Prashant Diwan, Practicing Company Secretary (Membership No. 1403 Certificate of Practice No. 1979), has been appointed as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. Mr. Prashant Diwan has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of votes.
7. The results of the postal ballot will be announced within two working days of closure of voting. The result of the postal ballot along with the Scrutinizer’s report will be communicated to the BSE and NSE and posted on the Company’s website at [www.excelind.co.in](http://www.excelind.co.in) and website of Link Intime India Pvt Ltd.



8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [investors@excelind.com](mailto:investors@excelind.com)
9. Those persons who are Members of the Company and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below for all future communications.

- i. Registration for Demat shareholders:

It is clarified that for registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the DP.

- ii. Registration of e-mail address for shareholders holding physical shares:

The Members of the Company holding equity shares of the Company in physical form and who have not yet registered their e-mail addresses may get their e-mail addresses registered with LIPL by clicking the link in the website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

10. Members who want to register their grievances or seek clarifications may contact Mr. Rajiv Ranjan – AVP Link Intime India Pvt. Ltd. at: 022-4918 6270.

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

The remote e-voting period begins on **Friday the 21<sup>st</sup> April, 2023** at 9.00 a.m. and ends on **Saturday, the 20<sup>th</sup> May, 2023** at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **07<sup>th</sup> April, 2023** may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various (E-voting Service Provider) ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.



## EXCEL INDUSTRIES LIMITED

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

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

- a. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### **2. Individual Shareholders holding securities in demat mode with CDSL:**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### **3. 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. After Successful login, you will be able to see e-Voting option. Once you Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



**Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - \* Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
    - \* Shareholders holding shares in NSDL form, shall provide ‘D’ above
    - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
    - Click “confirm” (Your password is now generated).
3. Click on “Login” under “SHARE HOLDER” tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on “Submit”.
5. After successful login, you will be able to see the notification for e-voting. Select “View” icon.
6. E-voting page will appear.
7. Refer the Resolution description and cast your vote by selecting your desired option “**Favour / Against**” (If you wish to view the entire Resolution details, click on the “**View Resolution**” file link).
8. After selecting the desired option i.e. Favour / Against, click on “**Submit**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Yes**”, else to change your vote, click on “**No**” and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as “**Custodian / Mutual Fund / Corporate Body**”. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the “**Custodian / Mutual Fund / Corporate Body**” login for the Scrutinizer to verify the same.



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### Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

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

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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “**Forgot Password**” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on “**Login**” under “**SHARE HOLDER**” tab and further Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.
- In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### Note: Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

**Annexure to the Notice****STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1:

Mr. Dinesh Kumar Bhagat, nominated by LIC of India, was appointed as an additional director, designated as nominee director, by the Board of Directors of the Company at its meeting held on 24<sup>th</sup> March, 2023. A notice along with the requisite deposit has been received from a member pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Dinesh Kumar Bhagat for the office of Director of the Company. Considering his professional background and vast experience, the association of Mr. Dinesh Kumar Bhagat would be beneficial to the Company and it is therefore, proposed to appoint him as a Nominee Director, liable to retire by rotation.

The documents connected with this subject matter will be available for inspection through the electronic mode by any shareholder of the Company till Saturday **20<sup>th</sup> May, 2023** by sending a request to [investors@excelind.com](mailto:investors@excelind.com), providing their names, folio nos / Client ID and DP ID and the name of the documents they wish to inspect along with a self attested copy of their PAN attached to the mail. The documents can be accessed on the website of the Company at [www.excelind.co.in](http://www.excelind.co.in) as well.

The Company has received consent to act as Director from Mr. Dinesh Kumar Bhagat. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dinesh Kumar Bhagat, is in any way, concerned or interested, financial or otherwise, in the resolution. The Board recommends the ordinary resolution set out at item no. 1 of the Notice for approval of the Members.

The details of Mr. Dinesh Kumar Bhagat as required under the provisions of Regulation 36 (3) of the Listing Regulations and other applicable provisions, if any, are provided hereunder.

**Annexure I**

Name of the Director	: Mr. Dinesh Kumar Bhagat
Date of Birth	: 07/07/1963
Academic Qualification	: Mr. Dinesh Bhagat is an Honors Graduate in the field of Finance/Commerce from the University of Delhi.
Experience and Expertise	: He joined LIC in 1985 as a Direct Recruit Officer and presently working as Zonal Manager, Northern Zone, Life Insurance Corporation of India. During his illustrious stint in LIC, he has extensively contributed in the area of marketing for almost 29 Years. Being a self motivated and result oriented marketing professional, he has largely contributed in key areas of Marketing and Personnel and has a comprehensive knowledge of Marketing and Human Resource Development. He has been richly recognized for his contributions for the growth of Pension & Group Schemes in the Life Insurance Corporation. He has served the Corporation in very prominent positions which includes Zonal Manager Eastern Zone, Kolkata, Chief (Pension & Group Schemes), Central Office, Mumbai, Sr. Divisional Manager and Marketing Manager of different Divisions.
Terms & Conditions of Appointment	: He shall be liable to retire by rotation. Being Non-Executive Nominee Director, he is entitled to sitting fees for attending Board meetings and Commission.
Date of appointment on the Board	: 24.03.2023
Directorship in other public companies	: LIC of Bangladesh Ltd.
No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies	: NIL
No. of Shares held in the Company	: NIL



**EXCEL INDUSTRIES LIMITED**

DIN	:	10039806
Relation with other Directors or Key Managerial Personnel	:	None
Number of Board Meetings attended during the financial year	:	1

By Order of the Board  
of Excel Industries Limited

S K Singhvi  
Company Secretary

Registered Office:  
184-87, Swami Vivekanand Road,  
Jogeshwari (W), Mumbai-400 102.  
Place: Mumbai  
Date: 24<sup>th</sup> March, 2023