



Arman Financial Services Limited

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, February 20, 2025 from 9:00 a.m. (IST)	Friday, March 21, 2025 till 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, each as amended, to the extent applicable read with relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circulars No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 and other relevant circulars and pursuant to other applicable laws and regulations, as amended from time to time, that the Company is seeking consent/ approval of the members of the Company for the following proposal (resolutions appended below) to be passed by way of Postal Ballot only through electronic means ("remote e-voting")

1. Re-appointment of Ms. Geeta Haresh Solanki (DIN: 08212773) as an Independent Director of the Company.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 14, 2025** ('cut-off date') and whose e-mail addresses are registered with the Depositories/RTA. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular and SS-2, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act, read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL). The detailed procedure for casting votes via remote e-voting forms a part of the Notes appended to this Notice.

Members may note that the Notices and other documents required will be available on the Company Website at www.armanindia.com and also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.

The remote e-voting period shall commence at 9.00 a. m. (IST) on Thursday, February 20, 2025, and shall end at 5.00 p.m. (IST) on Friday, March 21, 2025. Members are requested to carefully read the instructions in this Postal Ballot. The Board of Director has appointed CS Gautam Virsadiya, Practicing Company Secretary, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and

for scrutinizing the votes cast therein, in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman / Vice Chairman or a person authorised by them, upon completion of the scrutiny of the votes cast through remote e-voting. The last date of e-voting, i.e., Friday, March 21, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The results of the Postal Ballot will be announced by the Company Secretary or any other person authorised by any of the executive director of the Company in writing, on or before 5.00 pm (IST) on March 23, 2025. The results declared along with the Scrutinizer's report shall be communicated to Stock Exchanges where the Company's shares are listed viz, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com as well as the Company Website at www.armanindia.com.

Members desiring to exercise 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 forming part of the Notice for casting of votes by remote e-voting. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MS. GEETA HARESH SOLANKI (DIN: 08212773) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with the Rules framed thereunder, Schedule IV to the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Geeta Hareesh Solanki (DIN: 08212773), who qualifies for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 years, effective April 1, 2025, not being liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution."

NOTES:

- 1) The statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with details in terms of Secretarial Standard- 2 on General Meetings and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), setting out the material facts concerning the resolutions and the reasons thereof is annexed for your consideration.
- 2) The Postal Ballot Notice is being sent to all the Members, whose names appeared in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on February 14, 2025 (cut-off date). Members who are not members on the cut-off date shall treat this notice for information purposes only.
- 3) The Postal Ballot Notice is being sent by e-mail to those Members who have registered their email address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP/ RTA, to enable servicing of notices, etc. electronically to their e-mail address.

- 4) Members may note that the Notice and/or other documents required will also be available on the Company's website at www.armanindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 5) After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily and one in Gujarati Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on the website of the Company, i.e., www.armanindia.com as well as on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.
- 6) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
- 7) The Board of Director has appointed CS Gautam Virsadiya, (FCS), Practicing Company Secretary, (C.P No. 19866), Ahmedabad, as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.
- 8) Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit his report to the Chairman / Vice Chairman or a person authorised by them. The results of the Postal Ballot will be declared by the Company Secretary or any other person authorised by any of the executive director of the Company in writing, on or before 5.00 pm (IST) on March 23, 2025. The said results along with the Scrutinizer's Report will be displayed on the Notice Board of the Company as well as posted on the website of the Company, i.e., www.armanindia.com and on the e-voting website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed. The Scrutinizer's decision on the validity of the votes cast shall be final.
- 9) Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to vote on their behalf at the Postal Ballot through email to secretarial@armanindia.com
- 10) Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
- 11) The votes in this Postal ballot cannot be exercised through proxy.
- 12) The last date for e-voting i.e., Friday, March 21, 2025 shall be the date on which the said Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- 13) All documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be provided to members on requests sent through e-mail to secretarial@armanindia.com for inspection from the date of circulation of this Notice, until the last date of receipt of assent/dissent on the proposed Resolution.
- 14) The members desiring to inspect the relevant documents referred to in the accompanying notice are required to send requests on the email address: secretarial@armanindia.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode

15) **The instructions for remote e-voting by Members are as under:**

The remote e-voting period begins on Thursday, February 20, 2025 from 9:00 a.m. (IST) and ends on Friday, March 21, 2025 till 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, February 14, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, February 14, 2025.

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

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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. 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 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 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 is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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, 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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?

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- iii. 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.

- iv. 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. 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.
- vi. 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.co.in 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
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
- viii. Now, you will have to click on 'Login' button.
- ix. 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?

- A) 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.
- B) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- C) Now you are ready for e-Voting as the Voting page opens.
- D) 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.
- E) Upon confirmation, the message "Vote cast successfully" will be displayed.
- F) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G) 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 csgautamvirsadiya@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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 secretarial@armanindia.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 secretarial@armanindia.com If you are an Individual shareholders 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.co.in 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.

By Order of the Board of Directors

Jaimish Patel
Company Secretary

M. No. A42244

Date: February 14, 2025

Registered Office:

502-503, Sakar III,
Opp. Old High Court,
Off Ashram Road,
Ahmedabad 380014

Gujarat

CIN- L55910GJ1992PLC018623

Tel. No: + 079-40507000

Email: finance@armanindia.com

Website: www.armanindia.com

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

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special business mentioned under Item No. 1 of this notice.

Item no. 1 - Re-appointment of Ms. Geeta Haresh Solanki (DIN: 08212773) as an Independent Director of the Company.

Ms. Geeta Haresh Solanki (DIN: 08212773) was appointed as an Independent Director of the Company for a term of 5 years effective April 1, 2020. Her term would accordingly expire on March 31, 2025, close of business.

The Company had received consent from Ms. Geeta Haresh Solanki for being re-appointed as an Independent Director for the second term of 5 years. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 14, 2025, has re-appointed Ms. Geeta Haresh Solanki as an Independent Director of the Company for second term of 5 years effective April 1, 2025, subject to approval of shareholders by Special Resolution.

Ms. Geeta Haresh Solanki, aged 40 years, is a serial social entrepreneur in Women's health, hygiene, and social development. Post her career as a marketing professional, she was involved in improving women's health during pregnancy by providing guidance on exercise, diet and medication for 6 years. As a woman with family roots in rural agriculture, she was acutely aware of the issues and taboo surrounding menstrual hygiene in rural areas. This led her to establish an organization i.e Unipads with unique products tailored towards educating and providing women hygiene care to bottom of the pyramid customers; and creating a supply chain to empower rural women to find financial independence in the same areas. Her organisation has been able to provide employment opportunities to over 380 village women through manufacturing and distribution network., making a significant impact on their lives and the community. In the last 6 years Unipads has positively impacted the lives of 3.2 million women and girls globally, resulting in the prevention of over 920 million disposable plastic pads from landfills.

She received the 'Bharat Ki Laxmi' award from The Ministry of Women and Child Development, and also 'Vijayalakshmi Das Award' as "Entrepreneur of the Year - Medium Enterprise" by Satya Micro capital Ltd., a leading microfinance Institute of India. She was felicitated with 'Women Transforming India Award' by Niti Aayog & UN, New Delhi for making major economic contributions to the country. Her impact resonated further as she was featured among the '50 Inspiring Women-Gujarat Edition'. Bringing home India's only Glass Lion Award at the Cannes Lions International Festival of Creativity, 2022 in the 'Health and Wellness' category for Adeli, their social campaign drawing prominence to the plight of menstruating women in India stands as a monumental achievement for Unipads. Earning 'The Best Sustainable Menstrual Hygiene Initiative of 2023 in India' by CSR Awards is a proof of her work for the communities in the villages. 'Femina Achievers Award 2024' for Excellence in Social Entrepreneurship is the recent feather in the cap. She holds a Postgraduate degree in Management.

The Company has received a declaration from Ms. Geeta Haresh Solanki confirming that she meets the criteria of independence as provided under section 149 (6) of the Companies Act 2013 ("Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Further, Ms. Geeta Haresh Solanki is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In terms of Section 149 read with Section 152 of the Act, Ms. Geeta Haresh Solanki shall hold office for a term up to 5 (five) years on the Board and is not liable to retire by rotation. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Geeta Haresh Solanki for the office of Director of the Company.

The Nomination & Remuneration Committee of the Company after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Geeta's qualifications and the experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Geeta continues to

possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Ms. Geeta Haresh Solanki (being the appointee) are concerned or interested, financially or otherwise, are interested in or concerned financially or otherwise in the resolution.

The Board recommends the Special Resolution for approval by the Members of the Company.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

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

Particulars	Re-appointment
Name of Director	Ms. Geeta Haresh Solanki
DIN	08212773
Date of Birth (Age)	August 13, 1984 (40 years)
Date of first appointment	April 1, 2020
Expertise / Brief Resume	<p>Expertise: Women's health & hygiene</p> <p>Brief Profile: Ms. Geeta Haresh Solanki, aged 40 years, is a serial social entrepreneur in Women's health, hygiene, and social development. Post her career as a marketing professional, she was involved in improving women's health during pregnancy by providing guidance on exercise, diet and medication for 6 years. As a woman with family roots in rural agriculture, she was acutely aware of the issues and taboo surrounding menstrual hygiene in rural areas. This led her to establish an organization i.e Unipads with unique products tailored towards educating and providing women hygiene care to bottom of the pyramid customers; and creating a supply chain to empower rural women to find financial independence in the same areas. Her organisation has been able to provide employment opportunities to over 380 village women through manufacturing and distribution network., making a significant impact on their lives and the community. In the last 6 years Unipads has positively impacted the lives of 3.2 million women and girls globally, resulting in the prevention of over 920 million disposable plastic pads from landfills.</p> <p>She received the 'Bharat Ki Laxmi' award from The Ministry of Women and Child Development, and also 'Vijayalakshmi Das Award' as "Entrepreneur of the Year - Medium Enterprise" by Satya Micro capital Ltd., a leading microfinance Institute of India. She was felicitated with 'Women Transforming India Award' by Niti Aayog & UN, New Delhi for making major economic contributions to the country. Her impact resonated further as she was featured among the '50 Inspiring Women-Gujarat Edition'. Bringing home India's only Glass Lion Award at the Cannes Lions International Festival of Creativity, 2022 in the 'Health and Wellness' category for Adeli, their social campaign drawing prominence to the plight of menstruating women in India stands as a monumental achievement for Unipads. Earning 'The Best Sustainable Menstrual Hygiene Initiative of 2023 in India' by CSR Awards is a proof of her work for the communities in the villages. 'Femina Achievers Award 2024' for Excellence in Social Entrepreneurship is the recent feather in the cap. She holds a Postgraduate degree in Management.</p>
Remuneration	Sitting fee is paid to him for attending the Board / Committee Meeting

Qualification	M.B.A.
No. of Equity Shares held	Nil
Terms and conditions of appointment/re-appointment	Ms. Geeta Hareesh Solanki is getting reappointed as an Independent Director of the Company for a period of 5 years, subject to approval of Shareholders effective from April 1, 2025
No. of Board meetings attended during FY 2024-25	2
List of other Companies in which directorship are held	Unipads India Private Limited
Chairmanship / Membership of Committees (includes only Audit and Stakeholder Relationship Committee)	Nil
Listed entities from which the person has resigned in the past 3 years	Nil
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	Nil
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Refer Item No. 1 of the Notice and Explanatory Statement
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None

By Order of the Board of Directors

Jaimish Patel
Company Secretary
M. No. A42244
Date: February 14, 2025

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