



# VISAKA INDUSTRIES LIMITED

**CIN: L52520TG1981PLC003072**

Registered Office: Survey No.315, Velumala Village, R C Puram Mandal,  
Sangareddy Dist., Telangana – 502 300 IN

Corporate Office: Visaka Towers, 1-8-303/69/3, S.P. Road, Secunderabad – 500 003

Phone. No: 040-2781 3833, website: [www.visaka.co](http://www.visaka.co) email:investor.relations@visaka.in

## NOTICE OF POSTAL BALLOT

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

<b>E-Voting Starts on</b>	<b>E-Voting Ends on</b>
Tuesday, 07 <sup>th</sup> , March, 2023; 09.00 AM	Wednesday, 05 <sup>th</sup> , April, 2023; 05.00 PM

**Dear Members,**

Notice is hereby given pursuant to section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification (s) or re-enactment (s) thereof for time being in force), 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 (SEBI Listing Regulations) and the Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI), each as amended, and in accordance with requirements prescribed by the Ministry of Corporate Affairs (MCA) vide its General Circulars dated April 8, 2020, April 18, 2020 June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ('MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary / Special Resolution(s), as applicable, by means of postal ballot only by voting through electronic means (remote e-voting).

In compliances with provisions of MCA circulars, the postal ballot notice is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (RTA) as on the cut-off date Friday, 3<sup>rd</sup> March, 2023. If your email address is not registered with the Company / Depository / RTA, please follow the process provided in the notes to the postal ballot notice for Login-Id and password for remote e-voting. The Communication of the assent or dissent of the members would take place only through remote e-voting.

An explanatory statement setting out the material facts and reasons thereof is appended to this notice pursuant to Section 102 of the Act read with rules framed thereunder. The Board of Directors (“the Board”) in their meeting held on 22<sup>nd</sup> February, 2023, in compliance with the rules has appointed Mr. B V Saravana Kumar, Practicing Company Secretary (ICSI Membership Number-26944 & CP-11727) as Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner in accordance with the provisions of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. Further, the Company has engaged services of **Kfin Technologies Limited (RTA)** to provide remote e-voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote-evoting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to avail remote e-voting facility to cast their votes electronically. Members are requested to read the instructions in the notes under the section “**General Information and Instructions relating to e-voting**” in this notice (Postal Ballot Notice) to cast their votes electronically from their respective locations. Members are requested to cast their votes through the remote e-voting process not later than 05.00 PM on 5<sup>th</sup> April, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned member. Remote E-voting facility will be blocked by Scrutinizer at 5.00 P. M. on 5<sup>th</sup> April, 2023 thereafter the members will not be allowed to cast their votes.

The members holding Equity Shares of the Company are requested to follow the procedure stated in the notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the scrutinizer shall submit the report to the Chairman/ Managing Director of the Company. The results of the Postal Ballot along with the scrutinizer’s report shall be announced by the Chairman / Managing Director within 2 (Two) working days of the conclusion of the postal ballot process through remote e-voting at the registered/corporate office of the Company. The results along with the scrutinizer’s report shall also be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (hereinafter collectively referred to as “Stock Exchange”) where the equity shares of the Company are listed and will be displayed on the Company’s website at [www.visaka.co](http://www.visaka.co) and RTA website at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

The proposed resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 5<sup>th</sup> April 2023, being the last day of remote e-voting.

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

**SPEICAL BUSINESSES: -**

**ITEM NO-1:**

**SUB-DIVISION OF EACH OF THE ONE (1) FULLY PAID-UP EQUITY SHARE OF THE COMPANY HAVING FACE VALUE OF ₹10/- (RUPEES TEN) INTO 5 (FIVE) FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹2/- (RUPEES TWO) EACH:**

**To consider and, if thought fit, to pass, with or without modifications(s) the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of each of the one (1) fully paid-up equity share of the company having face value of ₹10/- (Rupees Ten) into 5 (Five) fully paid-up Equity Shares having face value of ₹2/- (Rupees Two) each, with effect from the ‘Record Date’ to be determined by the Board of Directors (including its committee thereof) for this purpose.

**RESOLVED FURTHER THAT** the sub-divided Equity Shares having face value of ₹2/- (Rupees two) each, shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of face value ₹10/- (Rupees Ten) each of the Company.

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a. for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s)/letter of confirmation(s) of the Company; and
- b. for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof)/Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other

Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**ITEM NO. 2:**

**AMENDMENT TO THE CLAUSE V(a) OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY I.E. CAPITAL CLAUSE 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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consent, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded that Clause V(a) of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new clause:

***V.(a) The authorised capital of the Company is Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs. 2/- (Rupees Two) each constituting the Equity Share Capital of the Company with rights and privileges and conditions attached thereto as are provided by the regulation of the Company for the time being and 5,00,000 (Five Lakhs) redeemable cumulative preference shares of Rs. 100/- (Rupees Hundred) each with power to increase and reduce capital of the Company subject to the relevant provisions of the Companies Act, 2013 being in force.***

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof)/Company Secretary of the Company be and are hereby severally authorised to do such acts, deeds, matters, and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolution(s).”

**ITEM NO. 3:**

**AMENDMENT TO ARTICLE 4 OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY  
I.E., AUTHORISED CAPITAL OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consent, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded that Article 4 of the Articles of Association of the Company be and is hereby amended and substituted by the following new article:

***4. The authorised capital of the Company is Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs. 2/- (Rupees Two) each constituting the Equity Share Capital of the Company with rights and privileges and conditions attached thereto as are provided by the regulation of the Company for the time being and 5,00,000 (Five Lakhs) redeemable cumulative preference shares of Rs. 100/- (Rupees Hundred) each with power to increase and reduce capital of the Company subject to the relevant provisions of the Companies Act, 2013 being in force***

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof)/Company Secretary of the Company be and are hereby severally authorised to do such acts, deeds, matters, and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Articles of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolution(s).”

**Notes**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013(‘the Act’) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (Notice).
2. In accordance with the MCA Circulars, the Notice is being sent in electronic form through email only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the

Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

3. For purpose of providing remote e-voting facility, the Company has engaged **Kfin Technologies Limited (RTA)** for facilitating remote e-voting and enabling the Members to cast their votes electronically.
4. Members may please note that the postal ballot notice will also be available on the Company's website at [www.visaka.co](http://www.visaka.co), websites of the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and RTA website at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
5. Members who wish to inspect the documents referred to in the notice or explanatory statement may send their requests at the [investor.relations@visaka.in](mailto:investor.relations@visaka.in) from their registered email address mentioning their name, folio number/DP Id & Client Id until the last date of remote e-voting period of this postal ballot i.e. Wednesday the 5<sup>th</sup> day of April, 2023 and will also be available aforesaid documents for inspection at [www.visaka.co](http://www.visaka.co).
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published and circulated in Regional and English newspapers, in the district where registered office of the Company is situated and shall be hosted at the Company's website at [www.visaka.co](http://www.visaka.co). The said public notice shall also mention the process for registration of email-ids by those Members who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on Tuesday, 07<sup>th</sup> March 2023 at 9:00 A.M. (IST) and will end on Wednesday, 05<sup>th</sup> April 2023 at 5:00 P.M. (IST). The e-voting module shall be disabled by Scrutinizer for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
8. Resolutions passed by the Members through remote e-voting are deemed to have been passed as if the same had been passed at a General Meeting of the Members.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA i.e. KFin Technologies Limited, Selenium Building, Tower – B, Plot No 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana, India, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) / National Securities Depository Limited (NSDL) as on cut-off date, i.e., Friday, 03<sup>rd</sup> March 2023 and whose e-

mail IDs are registered with the Company /Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e., Friday, 03<sup>rd</sup> March 2023 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

- 11.** A member cannot exercise his/her vote by proxy on e-voting.
- 12.** Information as required under Secretarial Standards of Companies Act 2013, in respect of the special businesses forming part of the notice of postal ballot by electronic means is furnished in the explanatory statement and forms part of the Notice.
- 13.** Once the vote on a resolution stated in this Notice is cast by shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
- 14.** The Board of Directors has appointed Mr. B V Saravana Kumar (ICSI Membership Number-26944 & CP-11727) Practising Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
- 15.** The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the Results will be declared by the Company within 48 hours of the closing of e-voting period on its website [www.visaka.co](http://www.visaka.co) and communicated to the Stock Exchanges, where the shares of the Company are listed.
- 16.** Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Email:investor.relations@visaka.in for any query / grievance with respect to E-voting.

#### **VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS**

The Company has engaged the services of Kfintech the Agency, to provide facility for remote e-voting.

The remote e-voting period commences on Tuesday, 07th March 2023 at 9:00 A.M. (IST) and will end on Wednesday, 05th April 2023 at 5:00 P.M. (IST). During this period, the Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (Cut-off Date) i.e. Friday 03 March, 2023, may cast their vote electronically. The e-voting module will be disabled for voting after 5:00 P.M. on Wednesday the 05<sup>th</sup>April, 2023.

Once the vote on a resolution is cast by the member, it will not be allowed to be changed subsequently.

The Details and the process and manner for remote e-voting are explained herein below:

- 1.** Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

2. Access to Kfintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**1. Login method for remote e-Voting for Individual shareholders holding securities in demat mode:**

<b>NSDL</b>	<b>CDSL</b>
<b>Users already registered for IDeAS facility of NSDL</b>	<b>Users already registered for Easi / Easiest facility of CDSL</b>
i. Click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> .	i. Click on URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi
ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	ii. Enter your User ID and Password for accessing Easi /Easiest.
iii. Enter your User ID and Password for accessing IDeAS,	iii. Click on Company name or e-voting service provider for casting the vote during the remote e-voting period.
iv. On successful authentication, you will enter your IDeAS service login.	
v. Click on “Access to e-Voting”.	
vi. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.	
<b>2. Users not registered for IDeAS facility of NSDL</b>	<b>2. Users not registered for Easi / Easiest facility of CDSL</b>
i. To register, click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> .	i. To register, click on URL <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a>
ii. Select “Register Online for IDeAS”.	ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.	After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	
<b>3. Users may directly access the e-voting module of NSDL as per the following procedure:</b>	<b>3. Users may directly access the e-voting module of CDSL as per the following procedure:</b>



i. Click on URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	i. Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
ii. Click on the button “Login” available under “Shareholder / Member” section.	ii. Provide demat account number and PAN.
iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen	iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.
iv. On successful authentication, you will enter the e-voting module of NSDL	iv. On successful authentication, you will enter the e-voting module of CDSL.
v. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.	v. Click on Company name or e-voting service provider and you will be re-directed to Kfintech website for casting the vote during the remote e-voting period.
<b>NSDL</b>	<b>CDSL</b>
Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	
Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.	
Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website
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 toll free no.: 1800 1020 990 and 1800 22 44 30	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 022- 23058738 or 22-23058542-43.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**2. Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

***(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:***

- i. Launch internet browser by typing the URL. <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (EVoting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Visaka industries Limited (Postal Ballot)” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id [saravana1015@gmail.com](mailto:saravana1015@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

***(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the notice of postal ballot and e-voting instructions cannot be serviced, will have to follow the following process:***

- i. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Please read all the instructions carefully before participating in voting electronically. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for evoting: <https://evoting.kfintech.com> or contact KFinTech, (Unit: Visaka Industries Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath raghu.veedha@kfintech.com at phone no. 1-800-309-4001 (toll free).

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

**Item No 1, 2 and 3:**

The equity shares of the Company are listed and traded on National Stock Exchange (NSE) and BSE Limited. The Company's strong performance over the years has generated considerable interest in the Company's Equity Shares in the market. The Board at its meeting held on 22<sup>nd</sup> February, 2023, in order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable for small and retail investors and also to broad base the small retail investors, subject to approval of the members of the Company and such other requisite approvals, approved the sub-division of each of the one (1) fully paid equity share of face value of Rs.10/- (Rupees Ten) into 5 (Five) Equity shares of the face value of Rs.2/- (Rupees Two) each. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board (including its committee thereof) of the Board after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore there will not be any change in the amount of the authorised, subscribed and paid-up capital of the Company on account of sub-division of equity shares.

**The Pre and post Equity Share Capital of the Company will be as under:**

<b>Share Capital</b>	<b>Pre Sub-Division</b>	<b>Post Sub-Division</b>
Authorized Capital	3,00,00,000 Equity Shares of Rs. 10/- each	15,00,00,000 Equity Shares of Rs. 2/- each
	5,00,000 redeemable cumulative preference shares of Rs. 100/- each	5,00,000 redeemable cumulative preference shares of Rs. 100/- each
Issued capital	1,73,60,360 Equity Shares of Rs. 10/- each	8,68,01,800 Equity Shares of Rs.2/- each
Subscribed and Paid-up	1,72,80,952 Equity Shares of Rs. 10/- each	8,64,04,760 Equity Shares of Rs.2/- each

The sub-division of equity shares proposed under business item no. 1 of this notice shall also require amendment to the existing clause V(a) of the Memorandum of Association of the Company and amendment to article no 4 of the Articles of association of the Company as set out in item nos. 2 and 3 respectively of this notice to reflect change in the face value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of (a) Ordinary Resolution for sub-division of Equity Shares as mentioned at item no. 1; (b) Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at item No. 2 and (c) Special Resolution for carrying out amendment to the Article of Association of the Company as mentioned at item No. 3.

A draft copy of the amended Memorandum of Association and Articles of Association is available for inspection by the members of the Company. They may follow the process for inspection of documents as mentioned in “Notes” section forming part of this notice.

None of the Promoters, Directors, Key managerial persons and their relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned, or interested, financially or otherwise, in the said resolutions set out in the notice.

The Board recommended the resolutions set forth in item no. 1,2 and 3 for the approval of the Members.

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

**Date: 22-02-2023**

**Place: Hyderabad**

**Sd/-  
Ramakanth Kunapuli  
AVP and Company Secretary  
ICSI Membership No: F-5539**

**Registered Office:  
Visaka Industries Limited  
Survey No.315, Velumala Village,  
R C Puram Mandal, Sangareddy Dist.,  
Telangana – 502 300 IN  
CIN: L52520TG1981PLC003072  
Phone. No: 040-2781 3833  
Website: [www.visaka.co](http://www.visaka.co)**