

 **DIVYASHAKTI LIMITED**
(Formerly known as Divyashakti Granites Limited)

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Tuesday, February 14 2023, at 9:00 a.m. (IST)	Wednesday, March 15, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the members of Divyashakti Limited (“**the Company**”) by means of (“**Postal Ballot**”) only by way of remote e-voting process (“e-voting”) pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time) ('the Rules') and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings (SS 2) issued by the Institute of Companies Secretaries of India and other applicable laws, rules and regulations guidelines prescribed by to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations that the Special Resolution(s) , as appended below are proposed to be passed by the members through postal ballot, only by way of remote e-voting process ('e-voting').

Accordingly, the proposed resolutions together with the explanatory statement setting out the material facts as required under Section 102 of the Act, are annexed herewith for consideration of the members.

In accordance with the MCA circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to all its Shareholders and are requested to read the instructions in the Notes under the section “Instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 15 March, 2023 (5:00 pm) to be eligible for being considered, failing which it will be considered that no vote has been received.



DIVYASHAKTI LIMITED
(Formerly known as Divyashakti Granites Limited)

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read with the Rules thereunder, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company, appointed Shri Puttaparthi Jagannatham, Corporate Advocate as the Scrutinizer pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the postal ballot /e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Friday, March 17, 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website <https://www.divyashakti.com/>.

RESOLUTION NO. 1:

Re-Appointment of Mr. Hari Hara Prasad Nallapati (DIN: 00354715) as Managing Director designated as Executive Director and payment of remuneration

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 as amended ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Hari Hara Prasad Nallapati (DIN: 00354715) as Managing Director designated as Executive Director ('ED') of the Company for a further period of 5 years with effect from March 04, 2023 to March 03, 2028, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board') and as set out in the Statement annexed to this Postal Ballot Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board



DIVYASHAKTI LIMITED

(Formerly known as Divyashakti Granites Limited)

(which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and ED.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By the Order of the Board of Directors

Sd/-

Deepika Sanjaybhai Chawda

Company Secretary & Compliance Officer

M. No. A66015

Hyderabad, February 10, 2023

Registered office:

Flat No. I-301 TO 304, 7-1-58, Divyashakti Complex, Ameerpet, Hyderabad-500016.

CIN: L99999TG1991PLC012764

Tel: +91 40 23730240 / 23731141

E-mail: info@divyashakti.com

Website: <https://www.divyashakti.com>

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. Brief Profile and other required information about the appointment of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. The Board of Directors have appointed Mr. Puttaparthi Jagannatham, Corporate Advocate as Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e.

 **DIVYASHAKTI LIMITED**
(Formerly known as Divyashakti Granites Limited)

National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, February 03, 2023 in accordance with the provisions of the Companies Act,

2013, read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid – 19” and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023, issued by the Ministry of Corporate Affairs, Government of India .

5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”) instead of dispatching Postal Ballot Form. The items of special business set out in this Postal Ballot Notice are sought to be passed by Postal Ballot – remote e-voting only.

6. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: The remote e-voting period commences on Tuesday, February 14, 2023 at 09:00 A.M. and ends on Wednesday, March 15, 2023 at 05:00 P.M. 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 record date (cut-off date) i.e. Friday, February 03, 2023, 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 03, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode



DIVYASHAKTI LIMITED
(Formerly known as Divyashakti Granites Limited)

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 3. 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 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



DIVYASHAKTI LIMITED

(Formerly known as Divyashakti Granites Limited)

	<p>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 or joining virtual meeting & voting during the meeting.</p> <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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



DIVYASHAKTI LIMITED
(Formerly known as Divyashakti Granites Limited)

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.



DIVYASHAKTI LIMITED
(Formerly known as Divyashakti Granites Limited)

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?



DIVYASHAKTI LIMITED

(Formerly known as Divyashakti Granites Limited)

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



DIVYASHAKTI LIMITED

(Formerly known as Divyashakti Granites Limited)

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer i.e Puttaparthi Jaganatham, Corporate Advocate, by e-mail to pjandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in.
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 Supratim Mitra at evoting@nsdl.co.in or supratimM@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 (info@vccipl.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 info@vccipl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained



DIVYASHAKTI LIMITED
(Formerly known as Divyashakti Granites Limited)

at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting 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.

7. The e-voting period commences on Tuesday, February 14, 2023 at 09:00 A.M. and ends on Wednesday, March 15, 2023 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, February 03, 2023, may cast their votes by electronic means in the manner and process set out hereinabove. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

8. All material documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to imports@divyashakti.com with subject line "Inspection of Documents" during the e-voting period.

9. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.divyashakti.com and also on the website of National Securities Depository Limited i.e. <https://evoting.nsdl.com> and shall be communicated to the Stock Exchanges where the Companies' shares are listed, for placing the same on their websites i.e. BSE Limited (www.bseindia.com).

10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members. The Resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, March 15, 2023.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

Item No. 1

Mr. Hari Hara Prasad Nallapati appointed as the Managing Director (“MD”), by the Board of Directors, at its meeting held on February 10, 2018, for a period of five years with effect from March 4, 2018. Subsequently, at the Annual General Meeting of the Company, the Members had approved the appointment and terms of remuneration of Mr. Hari Hara Prasad Nallapati as MD of the Company.

The Board of Directors, at its meeting held on January 20, 2023, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Hari Hara Prasad Nallapati, MD of the Company for a further period of five years, with effect from March 4, 2023 subject to the approval of the Members.

Brief profile Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider re-appointment of Mr. Hari Hara Prasad Nallapati as MD for a term of 5 years with effect from March 4, 2023.

The main terms and conditions of appointment of Mr. Hari Hara Prasad Nallapati (hereinafter referred to as “MD”) are given below:

A. Tenure of Appointment

The appointment as a MD is for a period of five years with effect from March 4, 2023.

B. Nature of Duties

a) The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned to the MD from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

 **DIVYASHAKTI LIMITED**
(Formerly known as Divyashakti Granites Limited)

C. Remuneration

a) Basic Salary

Basic Salary of ₹6,00,000 per month with effect from March 4, 2023;

b) Benefits, Perquisites & Allowances

Restricted to an amount equal to 50% of Annual Salary:

Perquisites are classified into three categories i.e., A, B and C and are as follows:

CATEGORY-'A'

1. Housing:

a. The expenditure incurred on hiring furnished accommodation subject to the ceiling of 60% of the salary over and above the liability of 10% payable by Shri N Hari Hara Prasad

b. In case the accommodation is owned by the Company, 10% of the salary of Shri N HariHara Prasad shall be deducted by the Company.

c. In case no accommodation is provided by the Company, Shri N. Hari Hara Prasad shall be entitled to a House Rent Allowance subject to the ceilings laid down in (a) above. The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per Income tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary.

2. Medical Reimbursement: - One month's salary in a year or three month's salary over a period of three years for self and family.

3. Leave Travel Allowance: - Once in a year for self and family in accordance with the rules of the Company.

4. Club Fees: - Maximum of two clubs, admission fee and life membership not reimbursable.

5. Personal Accident Insurance/Mediclaim insurance as per the rules of the Company.

CATEGORY-'B'

(Contribution to P.F., Superannuation fund or Annuity fund will not be included in the computation of the ceiling on perquisites to the extent either singly or put together are not

 **DIVYASHAKTI LIMITED**
(Formerly known as Divyashakti Granites Limited)

taxable under the Income-tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.

CATEGORY: 'C'

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed to Shri N. Hari Hara Prasad by the Company.

REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS.

Wherein in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to incentive/ commission as per applicable provisions of Schedule V of the Companies Act, 2013.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the MD as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. N. Hari Hara Prasad and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

Details of the Director seeking re-appointment

[PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]

Brief Profile of Mr. N. Hari Hara Prasad

Name	Mr. Hari Hara Prasad Nallapati
DIN	03130296
Date of Birth	15/08/1966
Date of Appointment	04/03/2013
Qualifications	B.E. (Civil)

 **DIVYASHAKTI LIMITED**
(Formerly known as Divyashakti Granites Limited)

Terms and Conditions of Appointment and proposed Remuneration to be Paid	Re-appointed as the MD for a further period of five years, from March 4, 2023 Terms and conditions of his re-appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
Remuneration last drawn	Remuneration for the financial year 2021-22 was ₹ 73,02,500 which included Salary, Benefits, Perquisites, Allowances and Commission.
Number of Board meetings attended during the year (Financial Year 2021-22)	5
Directorships held in other companies	Divya Shakti Housing Constructions Private Limited Universal Extrusions Private Limited Universal Marketing Agencies Private Limited N V Rattaiah Infrastructures Private Limited
Memberships / Chairmanships of committees of other companies	-
Number of Equity Shares held in the Company	2,496,256

By the Order of the Board of Directors
Sd/-
Deepika Sanjaybhai Chawda
Company Secretary & Compliance Officer
M. No. A66015

Hyderabad, February 10, 2023

Registered office:

Flat No. I-301 TO 304, 7-1-58, Divyashakti Complex, Ameerpet, Hyderabad-500016.

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