



**DIVYASHAKTI LIMITED**

**(Formerly known as Divyashakti Granites Ltd)**

**Corporate Identity No. (CIN): L99999TG1991PLC012764;**

**Regd. Office: 7-1-58, Divyashakti Apartments, Ameerpet, Hyderabad - 500016, Telangana;**

**Telephone: 91-40-23730240, Fax No. +91-40-23730013;**

**Email: [info@divyashakti.com](mailto:info@divyashakti.com) Website: [www.divyashakti.com](http://www.divyashakti.com)**

**POSTAL BALLOT NOTICE**

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

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Friday, 1 <sup>st</sup> March, 2024 at 9:00 a.m. (IST)	Saturday, 30 <sup>th</sup> March, 2024 at 5:00 p.m. (IST)

**February 27, 2024**

**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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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'):



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SI No.	Particulars
1	Appointment of Mr. Nallapati Sai Venkateshwara Prasad (DIN: 07426498) as a Global Business Development Director (Executive ) of the Company;
2	Appointment of Mr. Mohan Krishna Pamidimukkala (DIN: 02032808) as an Independent Director of the Company;
3	Appointment of Mr. Srinivas Karunendra Jasti (DIN: 01021857) as an Independent Director of the Company.

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 Saturday, March 30, 2024 (5:00 pm) to be eligible for being considered, failing which it will be considered that no vote has been received.

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.



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The Board of Directors of the Company, appointed Mr. 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 April 1, 2024, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website <https://www.divyashakti.com/>.

**Resolutions:**

**Item No. 1. Appointment of Mr. Nallapati Sai Venkateshwara Prasad (DIN: 07426498) as a Global Business Development Director (Executive) of the Company:**

*To consider and if thought fit, the following resolution as a Special Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the consent of the Board, subject to approval of shareholders, be and is hereby accorded for appointment of Mr. Nallapati Sai Venkateshwara Prasad (DIN: 07426498) as Global Business Development Director (Executive Director)("ED") of the Company w.e.f. February 10, 2024 for a period of 5 years i.e., from February 10, 2024 till February 9, 2029.

**RESOLVED FURTHER THAT**, Mr. Sai Venkateshwara Prasad Nallapati (DIN: 07426498), be and is hereby paid a Quarterly Consultancy Fee to act as a Global Marketing Advisor of the Company in Overseas Market 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 (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board and ED.

**RESOLVED FURTHER THAT** Mr. Hari Hara Prasad Nallapati, (DIN: 00354715) Managing Director, and/or any of the Directors of the Company be and are hereby severally authorized to do all authorized to sign and execute all such documents and papers as may be required for the



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purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**Item No. 2. Appointment of Mr. Mohan Krishna Pamidimukkala (DIN: 02032808) as an Independent Director of the Company:**

*To consider and if thought fit, the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, and rules of the Companies Act, 2013, and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), the Articles of Association of the Company, Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on-Board Diversity and upon approvals and recommendation of Nomination & Remuneration Committee and that of the Board of Directors, Mr. Mohan Krishna Pamidimukkala (DIN: 02032808), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 11, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e., from February 11, 2024 till February 10, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Hari Hara Prasad Nallapati, (DIN: 00354715) Managing Director, and/or any of the Directors of the Company be and are hereby severally authorized to do all authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**Item No. 3. Appointment of Mr. Srinivas Karunendra Jasti (DIN: 01021857) as an Independent Director of the Company:**

*To consider and if thought fit, the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, and rules of the Companies Act, 2013, and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), the



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Articles of Association of the Company, Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on-Board Diversity and upon approvals and recommendation of Nomination & Remuneration Committee and that of the Board of Directors, Mr. Srinivas Karunendra Jasti (DIN: 01021857), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 11, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years i.e., from February 11, 2024 till February 10, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Hari Hara Prasad Nallapati, (DIN: 00354715) Managing Director, and/or any of the Directors of the Company be and are hereby severally authorized to do all authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

.....  
**For DIVYASHAKTI LIMITED**  
**(Formerly Divyashakti Granites Limited)**  
**Sd/-**  
**Nilima Kumari**  
**Company Secretary & Compliance Officer**  
**M. No. A66577**

**Registered office:**

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

CIN: L99999TG1991PLC012764

Tel: +91 40 23730240 /23731141

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February 27, 2024

**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



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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. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on February 23, 2024, 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 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 Friday, March 1, 2024, at 9:00 a.m. (IST) and ends on Saturday, March 30, 2024 at 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 record date (cut-off date) i.e., February**



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23, 2024, 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, February 23, 2024.

**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**

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



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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 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <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.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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.



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**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>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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:

- 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



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shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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.



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Email: [info@divyashakti.com](mailto:info@divyashakti.com) Website: [www.divyashakti.com](http://www.divyashakti.com)

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](mailto:pjandcofirm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Supratim Mitra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [supratimM@nsdl.co.in](mailto: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](mailto:info@vccipl.com)).



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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](mailto:info@vccipl.com)). If you are an Individual shareholder 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 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](mailto: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 **Friday, March 1, 2024, at 9:00 a.m. (IST) and ends on Saturday, March 30, 2024 at 5:00 p.m. (IST)**. 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 23rd February, 2024, 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](mailto: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](http://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](http://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



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Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e., **March 30, 2024**.

**EXPLANATORY STATEMENT**

**Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item No. 1:**

**Mr. Nallapati Sai Venkateshwara Prasad (DIN: 07426498)** is currently a Director of the Company. The Board of Directors, at its meeting held on June 01, 2021, had appointed Mr. Nallapati Sai Venkateshwara Prasad as a Whole Time Executive Director of the Company for a period of 5 (five) years with effect from June 01, 2021, to May 31, 2026. Subsequently, at the 30<sup>th</sup> Annual General Meeting of the Company held on September 30, 2021, the Members had approved the appointment and terms of remuneration of Mr. Nallapati Sai Venkateshwara Prasad as an Executive Director (Whole-time) of the Company. Later, on the request of Mr. Nallapati Sai Venkateshwara Prasad, the Board of Directors, at its meeting held on October 30, 2023, changed the designation of Mr. Nallapati Sai Venkateshwara Prasad from Whole-time Director to Director of the Company effective from October 16, 2023.

Mr. Nallapati Sai Venkateshwara Prasad is a Graduate from Virginia Tech in Civil Engineering (B.Sc.) and Economics (B.A.).

As on today, Mr. Nallapati Sai Venkateshwara Prasad heads the Business Development of the Company and is responsible for operations and growth of the Global Business and the new opportunities of the Company globally. In the past, Mr. Nallapati Sai Venkateshwara Prasad was the Whole time Director of the Company and took care of Indian operations and also headed the global marketing and strategy function overseeing and directing all sales and marketing plans, developments, growth, and new product activities in these two areas for its global business across the countries where it operates.

Since there is a tangible contribution to the Company by Mr. Nallapati Sai Venkateshwara Prasad and is heading the corporate strategy and business development function and he has been a key player in the global growth of the business, the Board considered his skills, background,



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experience and contributions and appointed Mr. Nallapati Sai Venkateshwara Prasad as a Global Business Development Executive Director of the Company subject to shareholders approval.

The principal terms and conditions of Mr. Nallapati Sai Venkateshwara Prasad's appointment as an Executive Director are as follows:

**Period of appointment: February 10, 2024 for a period of 5 Years.**

**Duties:**

The Executive Director shall devote his time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director and/ or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.

**REMUNERATION:** Quarterly Consultancy Fee of USD 5000/- (or Equivalent Indian Rupees)

**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 Director, as specified above, are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. Nallapati Sai Venkateshwara Prasad and Mr. Nallapati 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.

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**Item No. 2:**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, of Directors through Circular resolution have appointed Mr. Mohan Krishna Pamidimukkala (DIN: 02032808), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 11, 2024, to February 10, 2029 (both days inclusive) subject to the approval of the shareholders through a Special Resolution.

The Company has received all statutory disclosures / declarations, including:

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),

(ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,

(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

(vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

(vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

(viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Divyashakti Limited amounting to 10 (ten) percent or more of its gross turnover.



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The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise, and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Mohan Krishna Pamidimukkala (DIN: 02032808).

In the opinion of the Board, Mr. Mohan Krishna Pamidimukkala fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Mohan Krishna Pamidimukkala's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Mohan Krishna Pamidimukkala as an Independent Director of the Company from February 11, 2024, to February 10, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Mohan Krishna Pamidimukkala as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Mohan Krishna Pamidimukkala, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the Special Resolution as set out in Item no. 2 of this notice for the approval of members



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**Item No. 3:**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, of Directors through Circular resolution have appointed Mr. Srinivas Karunendra Jasti (DIN: 01021857), as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 11, 2024, to February 10, 2029 (both days inclusive) subject to the approval of the shareholders through a Special Resolution.

The Company has received all statutory disclosures / declarations, including:

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),

(ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,

(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

(vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

(vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

(viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Divyashakti Limited amounting to 10 (ten) percent or more of its gross turnover.



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The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Srinivas Karunendra Jasti (DIN: 01021857).

In the opinion of the Board, Mr. Srinivas Karunendra Jasti fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Srinivas Karunendra Jasti’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Srinivas Karunendra Jasti as an Independent Director of the Company from February 11, 2024, to February 10, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Srinivas Karunendra Jasti as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Srinivas Karunendra Jasti, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the Special Resolution as set out in Item no. 3 of this notice for the approval of members



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Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable

**1. Profile of Nallapati Sai Venkateshwara Prasad**

<b>Name</b>	<b>Nallapati Sai Venkateshwara Prasad</b>
<b>DIN</b>	<b>07426498</b>
<b>Date of Birth</b>	December 18, 1997
<b>Date of Appointment</b>	June 1, 2021 as Director & Appointed as Global Business Development Director (Executive) of the Company from February 10, 2024.
<b>Qualifications</b>	Civil Engineering (B.Sc.) and Economics (B.A.)
<b>Terms and Conditions of Appointment and proposed Remuneration to be Paid</b>	Appointed as the Global Business Development Director (Executive) of the Company for a period of five years, from February 10, 2024. Terms and conditions of his appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
<b>Remuneration last drawn</b>	Rs.6 Lakhs Per Annum
<b>Number of Board meetings attended during the year (Financial Year 2023-24)</b>	NA
<b>Directorships held in other companies</b>	N V Rattaiah Infrastructures Private Limited
<b>Memberships / Chairmanships of committees of other companies</b>	-
<b>Number of Equity Shares held in the Company</b>	1625216

**2. Profile of Mohan Krishna Pamidimukkala:**

<b>Name</b>	<b>Mohan Krishna Pamidimukkala</b>
<b>DIN</b>	<b>02032808</b>
<b>Date of Birth</b>	July 1, 1969
<b>Date of Appointment</b>	February 11, 2024
<b>Qualifications</b>	MBA -Marketing



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<b>Terms and Conditions of Appointment and proposed Remuneration to be Paid</b>	Appointed as the Independent Director for a period of five years, from February 11, 2024. Terms and conditions of his appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
<b>Remuneration last drawn</b>	NA
<b>Number of Board meetings attended during the year (Financial Year 2023-24)</b>	NA
<b>Directorships held in other companies</b>	Solaramics India Private Limited SVAP Links Private Limited
<b>Memberships / Chairmanships of committees of other companies</b>	-
<b>Number of Equity Shares held in the Company</b>	NA

**3. Profile of Srinivas Karunendra Jasti:**

<b>Name</b>	<b>Srinivas Karunendra Jasti</b>
<b>DIN</b>	<b>01021857</b>
<b>Date of Birth</b>	February 26, 1966
<b>Date of Appointment</b>	February 11, 2024
<b>Qualifications</b>	Bachelor of Engineering (BE)
<b>Terms and Conditions of Appointment and proposed Remuneration to be Paid</b>	Appointed as the Independent Director for a period of five years, from February 11, 2024. Terms and conditions of his appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
<b>Remuneration last drawn</b>	NA
<b>Number of Board meetings attended during the year (Financial Year 2023-24)</b>	NA
<b>Directorships held in other companies</b>	Macro Media Digital Imaging Private Limited Mahalakshmi Stypack Polymers Private Limited 3D Foamcut Private Limited Stypack Private Limited Kalpana Glass Fibre Private Limited Kay Logistics LLP Coromandel Paints Private Limited



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	Federation Of Andhra Pradesh Chambers Of Commerce and Industry (FAPCCI) Aarav Buildmat Private Limited
Memberships / Chairmanships of committees of other companies	-
Number of Equity Shares held in the Company	NA

**For DIVYASHAKTI LIMITED  
(Formerly Divyashakti Granites Limited)**

Sd/-

**Nilima Kumari**

**Company Secretary & Compliance Officer**

**M. No. A66577**

**Registered office:**

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

CIN: L99999TG1991PLC012764

Tel: +91 40 23730240 /23731141

E-mail: [info@divyashakti.com](mailto:info@divyashakti.com)

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February 27, 2024

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