

MNCL/SE/4/2025-26

Dated: April 23, 2025

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001  
Scrip Code No.: 511551

To,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G, Bandra Kurla  
Complex, Bandra (East), Mumbai – 400051  
Symbol - MONARCH

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated April 22, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("**e-voting**") for:

- (i) **Appointment of Mr. Anish Sugathan (DIN: 08256871)** as an Additional Non-Executive Independent Director of the Company, not liable to retire by rotation, for an initial term of five (5) consecutive years commencing from April 22, 2025 to April 21, 2030 (both days inclusive); and
- (ii) **Re-appointment of Mr. Sathish Kumar Pazhamalai (DIN: 08735238)** as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, commencing from April 17, 2025 to April 16, 2030 (both days inclusive).

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners, as on Friday, April 18, 2025 ("**Cut-Off Date**"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as the agency to provide e-voting facility.

The e-voting facility will be available during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Sunday, April 27, 2025
End of e-voting:	5:00 p.m. (IST) on Monday, May 26, 2025

**Monarch Network Capital Limited (CIN: L64990GJ1993PLC120014)**

Regd. Off.: Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road - 5E, Gift City, Gandhinagar - 382355, Gujarat.

Corp. Off.: "Monarch House," Opp. Prahladbhai Patel, Garden, New Ishwar Bhuvan, Commerce Six Roads, Navrangpura, Ahmedabad – 380009, Gujarat

T: +91-79-266 66 500/ +91-79-660 00 500 | E: reachus@mnclgroup.com | W: www.mnclgroup.com



**MONARCH**  
NETWORK CAPITAL

The Postal Ballot Notice is also available on the Company's website at <https://www.mnclgroup.com/>

This is for your information and records.

Thanking you,

Yours faithfully,

For **Monarch Network Capital Limited**

**Nitesh Tanwar**

**Company Secretary and Compliance Officer**

**M. No. FCS-10181**

**Encl: As above**

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# MONARCH NETWORTH CAPITAL LIMITED

CIN: L64990GJ1993PLC120014

**Registered Office:** Unit No. 803-804A, 8<sup>th</sup> Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat - 382355

**Tel No.** 079-26666500 / 66000500; **Website:** www.mnclgroup.com; **Email:** cs@mnclgroup.com

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars as may be issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Voting Starts On	Voting Ends On
Sunday, 27 <sup>th</sup> April, 2025, at 9:00 a.m. (IST)	Monday, 26 <sup>th</sup> May, 2025, at 5:00 p.m. (IST)

**Dear Members,**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') (including any statutory modification(s) or re-enactment(s) thereof for the 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 ('**Listing Regulations**'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively '**MCA Circulars**'), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ('**remote e-voting**').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories / Registrar and Transfer Agent ('**RTA**'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid

business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the '**Notes**' section of this Notice.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules 20 and 22 of the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depositories / RTA. The details of the procedure to cast the vote forms part of the Notes to this Notice. For the purpose of e-voting, the Company has engaged the services of **MUFG Intime India Private Limited** (formerly known as Link Intime India Private Limited) (hereinafter referred to as "**MUFG Intime**").

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice by remote e-voting not later than 5:00 p.m. (IST) on **Monday, 26<sup>th</sup> May 2025**. The remote e-voting facility will be disabled by MUFG Intime immediately thereafter. The Notice is also available on the website of the Company at <https://www.mnclgroup.com/>

The Board of Directors has appointed **M/s. VKM & Associates**, Practicing Company Secretaries (C.P. No. 4279) as the Scrutinizer for conducting the Postal

Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit its report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before **Tuesday, 27<sup>th</sup> May, 2025**, and will be displayed on the Company's website at <https://www.mnclgroup.com/> and the website of MUFG Intime at <https://instavote.linkintime.co.in>

The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

#### **SPECIAL BUSINESS**

##### **1. Appointment of Mr. Anish Sugathan (DIN: 08256871) as an Independent Director**

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

**"RESOLVED THAT** Mr. Anish Sugathan (DIN: 08256871), who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from 22<sup>nd</sup> April, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") in terms of Section 161 of the Companies Act, 2013 ("**Act**") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, ("**Rules**"), Regulation 16, 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, if any, (including any statutory amendment(s) or

modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum and Articles of Association of the Company, the appointment of Mr. Anish Sugathan (DIN: 08256871), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 22<sup>nd</sup> April, 2025 to 21<sup>st</sup> April, 2030 (both days inclusive), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorize any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

##### **2. Re-appointment of Mr. Sathish Kumar Pazhamalai (DIN: 08735238) as an Independent Director**

*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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Rules**"), Regulation 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and approval of the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee, thereof, constituted or to be constituted by the Board from time to time in this regard),

Mr. Sathish Kumar Pazhamalai (DIN: 08735238), be and is hereby re-appointed as an Independent Director of the Company for a second term of Five (5) Consecutive years commencing from April 17, 2025, until April 16, 2030 (both days inclusive), and shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorize any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

By Order of the Board of Directors  
For **Monarch Network Capital Limited**

Nitesh Tanwar  
Company Secretary and Compliance Officer  
**Place:** Mumbai  
**Date:** April 22, 2025

**Registered Office:** Unit No. 803-804A, 8th Floor, X-Change Plaza, Block No. 53, Zone 5, Road- 5E, Gift City, Gandhinagar, Gujarat, 382355

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of 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’**) and additional information as required under SS-2 on General Meetings with respect to Director seeking appointment and re-appointment as Non-Executive Independent Director is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (**‘NSDL’**) and Central

Depository Services (India) Limited (**‘CDSL’**) as on Friday, 18<sup>th</sup> April, 2025 (**‘Cut-Off Date’**) and whose e-mail addresses are registered with the Company / Depositories / RTA. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (**‘DP’**). Members may note that this Notice will also be available on the Company’s website at <https://www.mnclgroup.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.

3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of MUFG Intime, Registrar and Share Transfer Agent (**‘RTA’**) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to MUFG Intime. Changes intimated to the DP will then be automatically

reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, 18<sup>th</sup> April, 2025**, being the cut-off date. Only those Members whose names are recorded in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository or can update the same at <https://swayam.in.mpms.mufg.com/>.
7. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 12 of this Notice.
8. The e-voting period commences on Sunday, April 27, 2025, at 9:00 A.M. (IST) and ends on Monday, May 26, 2025 at 5:00 P.M. (IST). During this period, members of the Company, holding equity shares either in physical form or in dematerialized

form, as on the Cut-Off date i.e., Friday, April 18, 2025, may cast their vote by e-voting. The e-voting module shall be disabled by MUFG Intime after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Monday, 26<sup>th</sup> May, 2025**. Further, the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
10. The declared results along with the Report of the Scrutinizer shall be uploaded on the Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and also on the website of the Company i.e., <https://www.mnclgroup.com> and website of MUFG Intime at <https://instavote.linkintime.co.in>.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to [cs@mnclgroup.com](mailto:cs@mnclgroup.com) from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

## **12. Instructions for Members for voting electronically are as under:**

- a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

#### Individual Shareholders holding securities in demat mode with NSDL

##### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b. Enter User ID and Password. Click on “Login”.
- c. 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.
- d. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
  - b. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Individual Shareholders holding securities in demat mode with CDSL

##### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com)
- b. Click on **New System Myeasi** Tab.
- c. Login with existing my easi username and password.



- d. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e. Click on **“MUFG InTime”** or **“evoting link displayed alongside Company’s Name”** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided username and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on **“MUFG InTime”** or **“evoting link displayed alongside Company’s Name”** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a. Visit URL: <https://www.cdslindia.com>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on **“Submit”**.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e. After successful authentication, click on **“MUFG InTime”** or **“evoting link displayed alongside Company’s Name”** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website.
- b) After successful login, user shall navigate through **“e-voting”** option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on **“MUFG InTime”** or **“evoting link displayed alongside Company’s Name”** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

Visit URL: <https://instavote.linkintime.co.in>



**Shareholders who have not registered for INSTAVOTE facility:**

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (‘**PAN**’).

(Shareholders who have not updated their PAN with the DP / Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (‘**DOB**’) / Date of Incorporation (‘**DOI**’) (As recorded with your DP / Company - in DD/MM/YYYY format).

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in NSDL form, shall provide ‘D’ above.

\*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’ shall provide their Folio number in ‘D’ above.

❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (**CAPTCHA**) Code

❖ Click “**Submit**” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

Click on “**Login**” under ‘**SHARE HOLDER**’ tab.

- a) User ID: Enter your User ID.
- b) Password: Enter your Password.
- c) Enter Image Verification (**CAPTCHA**) Code.
- d) Click “**Submit**”.

**Cast your vote electronically:**

- A. After successful login, you will be able to see the “**Notification for e-voting**”.
- B. Select ‘**View**’ icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- E. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

## Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”.
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity and stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (“You have now registered on InstaVote”)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section.
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., (IN00000012345678).
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

- f) After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

OR

#### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "**Notification for e-voting**".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option '**Favour / Against**' in the sample vote file and upload the same under "**Upload Vote File**" option.
- Click on '**Submit**'. '**Data uploaded successfully**' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact '**INSTAVOTE**' helpdesk by sending a request at [enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000.

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

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

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

#### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "**Forgot Password**" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under '**SHARE HOLDER**' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab.
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS PER SCHEDULE IV OF THE ACT AND SS-2 ISSUED BY ICSI**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1: Appointment of Mr. Anish Sugathan (DIN: 08256871) as an Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors, at its Meeting held on 22<sup>nd</sup> April, 2025, appointed Mr. Anish Sugathan (DIN: 08256871) as an Additional Director - Non-Executive Independent Director, not liable to retire by rotation, for a term of five years consecutive years commencing from 22<sup>nd</sup> April, 2025, subject to approval of the Members by Special Resolution. In terms of Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

**The profile of Mr. Anish Sugathan is as follows:**

Mr. Anish Sugathan is Chairperson of the Strategy Area and the Centre for Sustainability and Corporate Governance Research at the Indian Institute of Management Ahmedabad. He is a PhD from the Indian Institute of Management Bangalore, post-doctoral fellow from the Kennedy School of Government, Harvard University and is a visiting research fellow of the 2022 ‘Sustainable Futures’ program at Princeton University.

He is serving as a member of the expert committee appointed by the Honorable National Green Tribunal of India for environmental impact valuation, and a member of the Sectional Committee for Sustainable Finance of the Bureau of Indian Standards. He has served on the board of state owned electricity distribution utility UGVCL, Govt. of Gujarat, as an independent director and has advised several start-ups in the energy-tech, impact investment, and smart governance space.

His research interests are in the area of institutional and governance infrastructure of emerging economies with focus on sustainable development and corporate sustainability in India. His research has been published in reputed international journals, and many national and international dailies.

His scholarship and research has received several awards including the SAP Labs India doctoral scholarship at IIM-B, the Giorgio Ruffolo post-doctoral research fellowship at Harvard, and Fung global fellowship at Princeton. His current research work is supported by the Evidence in Governance and Politics (‘EGAP’) at University of California, Berkeley, International Sustainable Energy Foundation grant, and Google through the Geo-for-Good research grant.

The Company has received from Mr. Anish Sugathan all statutory disclosures / declarations, including:

- (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (‘Rules’);
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;

- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations 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 his duties and
- (v) Declaration pursuant to BSE Limited Circular No. LIST/ COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/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 Securities and Exchange Board of India or any other such authority.

Mr. Anish Sugathan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Anish Sugathan fulfills the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director.

The terms and conditions of appointment of Mr. Anish Sugathan as an Independent Director are uploaded on the website of the Company at <https://www.mnclgroup.com> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Except Mr. Anish Sugathan, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 1 of this Notice with respect to the appointment of Mr. Anish Sugathan as an Independent Director for approval of the Members of the Company as a **Special Resolution**.

#### **Item No. 2: Reappointment of Mr. Sathish Kumar Pazhamalai (DIN: 08735238) as an Independent Director**

**Mr. Sathish Kumar Pazhamalai (DIN: 08735238)** was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective 17<sup>th</sup> April, 2020, to hold office up to 16<sup>th</sup> April, 2025. The members, at the Annual General Meeting ('AGM') held on 30<sup>th</sup> September, 2020, had approved the same. Accordingly, his first tenure of five years was expired on 16<sup>th</sup> April, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (Five) consecutive years each. Therefore, he is proposed to be re-appointed for a second term of 5 (Five) Consecutive years as an Independent Director of the Company.

The Nomination and Remuneration Committee ("**NRC**"), after taking into account the performance evaluation of Mr. Satish and considering the vast experience and significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the NRC, vide its meeting held on 16<sup>th</sup> April, 2025 has approved the re-appointment of Mr. Satish as an Independent Director of the Company for a second term of 5 (Five) Consecutive years commencing from 17<sup>th</sup> April, 2025 until 16<sup>th</sup> April, 2030, subject to the approval of the Members of the Company being sought via this Postal Ballot Notice.

The profile of Mr. Satish is as follows:

Mr. Sathish Kumar Pazhamalai, Experienced stock broker and film producer with 18+ years in financial markets and a growing footprint in the entertainment industry. Known for strategic thinking, market insight, and a creative approach

to storytelling and investment alike. He obtained his Masters in International Business from Bharathiyar University, Coimbatore in 2005.

The Company has received from Mr. Sathish all statutory disclosures / declarations, including:

- (i) Consent to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules');
- (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations 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 his duties and

Mr. Sathish has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Sathish is a person of integrity, possesses the relevant expertise and fulfills the conditions specified in the Act and the Listing Regulations for his re-appointment as an Independent Director and he is independent of the Management.

Except Mr. Sathish, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 2 of this Notice with respect to the re-appointment of Mr. Sathish as an Independent Director for approval of the Members of the Company as a **Special Resolution**.

By Order of the Board of Directors  
For **Monarch Networth Capital Limited**

Nitesh Tanwar  
Company Secretary and Compliance Officer  
Place: Mumbai  
Date: 22<sup>nd</sup> April, 2025

**Registered Office:** Unit No. 803-804A, 8th Floor,  
X-Change Plaza, Block No. 53, Zone 5, Road- 5E,  
Gift City, Gandhinagar, Gujarat, 382355



## Details of Director seeking appointment and re-appointment in terms of SS-2<sup>(1)</sup>

Name of Director	<b>Mr. Anish Sugathan</b>	<b>Mr. Sathish Kumar Pazhamalai</b>
DIN	08256871	08735238
Date of Birth/Age	28-08-1979 / 45 years	17-06-1980 / 44 Years
Qualification	a. PhD from the Indian Institute of Management Bangalore b. Post-doctoral fellow from the Kennedy School of Government, Harvard University	B. Sc (CS), Masters in International Business.
Brief resume and Nature of expertise in specific functional areas	Please refer Explanatory Statement of this Notice	Please refer Explanatory Statement of this Notice
Terms and conditions of the appointment/ re-appointment	Appointment as an Independent Director for the first term commencing from 22 <sup>nd</sup> April, 2025 up to 21 <sup>st</sup> April, 2030, not liable to retire by rotation.	Re-appointment as an Independent Director for the second term commencing from 17 <sup>th</sup> April, 2025 up to 16 <sup>th</sup> April, 2030, not liable to retire by rotation.
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting as may be approved by the Board of directors.	Remuneration to be drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting as may be approved by the Board of directors.
Past Remuneration drawn from the Company	Not Applicable	Nil
Date of first appointment on the Board	22 <sup>nd</sup> April, 2025	17 <sup>th</sup> April, 2020
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil	Nil
Number of Board meetings attended during FY 2024-25	Not Applicable	6
List of other companies in which directorship is held <sup>(2)</sup>	Nil	Strader Capital Private Limited
Listed entities from which resigned as a director in the past three years	Uttar Gujarat Vij Company Limited	Nil
Justification for choosing the appointee for appointment as independent director	Please refer Explanatory Statement of this Notice	Please refer Explanatory Statement of this Notice
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson <sup>(3)</sup>	Nil	Nil

### Notes:

(1) Details stated in this Annexure are as on the date of this Notice i.e. 22<sup>nd</sup> April, 2025.

(2) Directorship in other Companies as on date of this Notice excludes this company, foreign companies and companies formed under section 8 of the Act.

(3) In terms of the applicable provisions of the Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.