



BUDGE BUDGE COMPANY LIMITED

CIN: L26941WB1973PLC028796

Registered Office: 16A, Brabourne Road, 9th Floor, Kolkata- 700001

Works: 64, Maulana Azad Road, Budge Budge, 24 Parganas (S)- 700137

Tel No.: 033 4010-8000; **Fax No.:** 033 4010-8080

Email: bbcl@gayatrigroup.co; **Website:** www.gayatrigroup.co

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2021 ('DELISTING REGULATIONS').

To,
The Members,

Notice is hereby given that pursuant to Sections 108 and 110 of the Companies Act, 2013 ('Companies Act'), and all other applicable provisions, if any, read with the applicable rules framed under the Companies Act relating to passing of the resolution by Postal Ballot read with the General Circular No. 14/2020 dated April 08, 2020, and General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19" read with the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020, and General Circular No. 10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, (hereinafter referred to as "MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws and Regulation 11 of the Delisting Regulations to the members of Budge Budge Company Limited ('Company') and pursuant to the requisition letter dated 09.11.2021 received from Mr. Manish Poddar (Promoter of the Company) and the resolution passed by the Board of Directors of the Company at its meeting held on 12.11.2021; to consider and if found fit, to pass the following resolution as a special resolution ('Special Resolution') through postal ballot ('Postal Ballot') by means of e-voting facility offered by the Company in this regard.

The Special Resolution and the explanatory statement ('Explanatory Statement') containing all material facts along with details regarding electronic voting are enclosed with this Notice for your consideration. On account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending this Notice in electronic mode only. In compliance with Regulation 44 of the SEBI (LODR) Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Board of Directors of the Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Peer Reviewed), Membership No.: 3811, C.P. No.: 3982 as the scrutinizer ('Scrutinizer') for conducting Postal Ballot process in a fair and transparent manner. The members holding Equity Shares of the Company have only option of voting i.e. by e-voting. Members are requested to carefully read the instructions printed in the Postal Ballot Notice before casting their votes.

Members desiring to avail option of for remote e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to Postal Ballot in this Notice includes votes cast through remote e-voting. The remote e-voting period will commence on Tuesday, 07.12.2021 at 09:00 A.M.(IST) and will end on Wednesday, 05.01.2022 at 5:00 P.M. (IST). Thereafter, CDSL will disable e-voting process.

Members may note that, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to the members of the Company. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to vote are entitled to vote under the e-voting facility offered by the Company.

The Scrutinizer will submit his report to the Board of Directors of the Company after completion of scrutiny e-voting results received. The result of voting by the Postal Ballot will be announced at 03.00 P.M. on 07.01.2022 at the Registered Office of the Company. Additionally, the results of the Postal Ballot(E-voting) along with the Scrutinizer's Report will be displayed on the Company's website www.gayatrigroup.co and CDSL website at www.evotingindia.com besides communicating to both the BSE Limited ('BSE') and The Calcutta Stock Exchange Limited ('CSE') where the equity shares of the Company are listed and shall also be published in the newspapers.

In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting and also subject to that the vote cast by public shareholders in favour of the resolution is at least two times the number of vote cast by the public shareholders against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

SPECIAL BUSINESS:

APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BOTH BSE LIMITED ("BSE") AND THE CALCUTTA STOCK EXCHANGE LIMITED ("CSE")

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

RESOLVED THAT pursuant to (i) letter dated 09.11.2021 received from Mr. Manish Poddar forming part of the Promoters / Promoter Group of the Company, conveying his intention to voluntarily delist the equity shares of the Company from both the BSE and the CSE in accordance with the Securities And Exchange Board Of India (Delisting Of Equity Shares), Regulations 2021 ("Delisting Regulations"); and (ii) the approval of the Board of Directors of the Company in its meeting held on 29.11.2021 for the voluntary delisting of the equity shares of the Company from both BSE and CSE and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and such other applicable provisions of the laws and receipt of the necessary approvals from BSE and CSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the Members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company at both BSE and CSE through acquisition of equity shares held by the Public Shareholders of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company ("the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such

purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to both BSE and CSE for seeking the in-principle and final approval for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

**By Order of the Board
For Budge Budge Company Limited
Sd/-
Danveer Singhi
Company Secretary**

Date: 29.11.2021
Place: Kolkata

NOTES:-

- 1. The related explanatory statement setting out all the material facts concerning the proposed business and reasons thereof, pursuant to section 102 and 110 of the Companies Act, 2013, are annexed to this Notice.**
2. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the registered office of the Company during working day in office hours from 10.00 A.M. up to 3.00 P.M. till the last date for e-voting i.e. 5.1.2022
3. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, (Peer Reviewed) Membership No.: 3811, C.P. No.: 3982, as the Scrutinizer for conducting the Postal Ballot Process (including e-voting) in a fair and transparent manner.

The Company has designated Mr. Danveer Singhi, Company Secretary of the Company as the person responsible for the entire voting process.

4. The results of the Postal Ballot (E-voting) along with the scrutinizer's report will be placed on the website of the Company at www.gayatrigroup.co and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward results to BSE Limited and the Calcutta Stock Exchange Ltd. Where the shares of the Company are listed.
5. The Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e., Mr. Danveer Singhi at 16A, Brabourne Road, 9th Floor, Kolkata- 700001, Tel No.: 033 4010 8000, Fax No.: 033 4010 8080, Email: investors.budgebudge@gmail.com
6. On account of the threat posed by COVID-19 pandemic situation and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, 26.11.2021 (hereinafter referred to as “**Cut-off Date**”) and who have registered their e-mail addresses in respect of electronic holdings with National Securities Depository Limited (hereinafter referred to as “**NSDL**”) or Central Depository Services (India) Limited (hereinafter referred to as “**CDSL**”) (hereinafter NSDL and CDSL are collectively referred to as “**Depositories**”). The physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified in the MCA Circulars. Only those members whose names are recorded in the Register of Members of the Company or

in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. Members may download the Notice from the Company's website at www.gayatrigroup.co or from website of the CDSL at www.evotingindia.com. A Copy of this Notice is also available on the website of BSE at www.bseindia.com.

7. Members holding shares in physical form and those members who have not yet registered their email addresses are requested to register the same for procuring user id and password. The shareholders whose email addresses are not registered with the Company/Registrar and Transfer Agents/Depositories Participants/Depositories, may request for registration of e mail ids for remote e-voting for the resolutions set out in this Notice.
8. The scrutinizer will submit his report after completion of the scrutiny, addressed to the Board of Directors of the Company on 06.01.2022. The Board of Directors of the Company, will announce the result of voting by postal ballot on 07.01.2022 at 3.00 P.M. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

By Order of the Board
For Budge Budge Company Limited
Sd/-
DanveerSinghi
Company Secretary

Date: 29.11.2021
Place: Kolkata

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

1) As on date 6382151 equity shares of face value of Rs. 10/- each ('Equity Shares') of Budge Budge Company Limited ('Company') are presently listed on both the BSE and CSE. The Promoters/Promoter Group of the Company collectively hold 4714804 equity shares of the Company constituting 73.87% of the subscribed and paid-up equity share capital of the Company.

2) The Board of Directors of the Company have received an intent letter dated 09.11.2021 ('Letter from Promoter Group') from Mr. Manish Poddar, forming part of the Promoter/Promoter Group of the Company to delist the equity shares of the Company from both the BSE and the CSE and Initial Public Announcement dated 09.11.2021 from M/s. VC Corporate Advisors Private Limited on behalf of Mr. Manish Poddar. In the said Letter, he has notified his intention to acquire along with the other constituents of the Promoter Group, as the case maybe, the Equity Shares held by the public shareholders of the Company ('Public Shareholders') by providing an exit opportunity through a voluntary delisting offer ('Delisting Offer') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021 ('Delisting Regulations') for acquiring 1667347 Equity Shares representing 26.13% of the Equity Share Capital held by the public shareholders at a **price of Rs. 2/-per share**, in order to delist the Equity Shares from the BSE and CSE, both the stock exchanges where the equity shares of the company are presently listed.

3) The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility. Additionally, the Promoters believe that the proposed Delisting Offer would provide an exit opportunity to the Public Shareholders as the equity shares have not been traded in either Stock Exchange for many years.

4) Pursuant to the intimation received from the Promoter and the Initial Public Announcement, the Board of Directors of the Company, appointed Mr. Manoj Shaw, Peer Reviewed Company Secretary for carrying out due diligence as required in terms of regulation 10(3) of the Delisting Regulations. The Board of Directors in its meeting held on 29.11.2021 took on the record the due diligence certificate issued by the Peer Reviewed Company Secretary and valuation report issued by the Merchant Banker. The Peer Reviewed Company Secretary in its report certified that Acquirers or Promoters/ Promoter Group of the Company or their related entities have not carried out any transaction to facilitate the success of the delisting offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of the Delisting Regulations. On receipt of the Due Diligence Report dated 26.11.2021 from the Peer Reviewed Company Secretary, the Board of Directors in their meeting held on 29.11.2021 and approved the proposed delisting in terms of Regulation 10(1) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to both BSE and CSE on 29.11.2021.

5) The Board of Directors in accordance with Regulation 10(2) of the SEBI Delisting Regulations certified that:

a) The Company is in compliance with applicable provisions of the securities law;

b) The Acquirers and members of the Promoter Group or their related entities are in compliance with applicable provisions of securities laws in terms of the report of the Peer Review Company Secretary including compliance with Regulation 4 (5) of the SEBI Delisting Regulations;

c) The Delisting Proposal is in the interest of the shareholders of the Company;

6) In terms of regulation 11 of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations. As per regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Offer amount to at least two times the number of votes cast by Public Shareholders against it.

7) In the event that this special resolution is passed by the Members as set out above, subject to receipt of in-principle approval of both the BSE and CSE and other applicable statutory approval as may be deemed necessary from time to time, an Offer Letter will be sent to all the public shareholders for their response to the Delisting Offer.

8) In Compliance with the provisions of Regulation 35(2)(b) of the Delisting Regulations, the Exit Price has been determined in terms of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with Regulation 35 of Delisting Regulations. In this regard VC Corporate Advisors Private Limited, Merchant Banker, have derived the fair value of the equity shares of the Company at Rs. (9.13)vide their report dated 09.11.2021. The Public Shareholders of the Company may offer their equity shares at the fair value during the Delisting Offer.

9) The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.

10) The documents referred to in this notice and explanatory statement are available for inspection **from 11.00 Hrs up to 17.00 Hrs on all workings days (except Saturday, Sundays & Public Holidays)** at the Registered Office of the Company, until 05.01.2022.

Your Directors recommend the Special Resolution for approval of the shareholders.

Except the promoter Directors, none of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, financially otherwise, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding in the Company.

**By Order of the Board
For Budge Budge Company Limited
Sd/-
DanveerSinghi
Company Secretary**

Date: 29.11.2021

Place: Kolkata

INSTRUCTIONS

1. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ('CDSL')

The instructions for members voting electronically are as under:

- (i) The voting period begins on 07.12.2021 at 09.00 A.M. and ends on 05.01.2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares in Demat & Physical as on the cut-off date of 26.11.2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-

voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <**BUDGE BUDGE COMPANY LIMITED**> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.budgebudge@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.