



## KRITIKA WIRES LIMITED

(CIN: L27102WB2004PLC098699)

Regd. Office: 1A, Bonfield Lane, Kolkata - 700001

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### NOTICE OF POSTAL BALLOT

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

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circulars issued from time to time (the 'MCA Circulars') and any other applicable laws and regulations, the following items of business are proposed to be passed by the Members of Kritika Wires Limited (the 'Company') through Postal Ballot via remote electronic voting ('e-voting').

The Board has appointed Mr. Rajesh Ghorawat (Membership No. FCS 7226, Certificate of Practice No. 20897) as Scrutinizer for conducting the Electronic Voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the voting shall be final.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL" or "Registrar

and Transfer Agent") as the agency to provide e-voting facility. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (RTA) or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., **Friday, 20 October 2023**. The Notice will also be uploaded on the website of the Company at [www.kritikawires.com](http://www.kritikawires.com), on the website of the e-voting service provider agency i.e. Link Intime India Private Limited ('LI IPL') at [www.linkintime.co.in](http://www.linkintime.co.in) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)). All the Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the cut-off date shall treat this Notice for information purpose only.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, 28<sup>th</sup> November 2023, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the remote e-voting in a fair and transparent manner. The results of the remote e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Thursday), 30<sup>th</sup> November, 2023, at the Corporate office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.kritikawires.com) and website of LIPL.

#### **SPECIAL BUSINESS:**

##### **ITEM No.1.**

#### **Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 18,50,00,000/- (Rupees Eighteen Crore Fifty Lacs only) divided into 9,25,00,000 equity shares of ₹ 2/- each to ₹ 54,00,00,000/- (Rupees Fifty Four Crore only) divided into 27,00,00,000 equity shares of ₹ 2/- each, by creation of further 17,75,00,000 Equity Shares of ₹ 2/- each, ranking pari passu with the existing equity shares of the Company and that Clause V of the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The present Authorized Share Capital of the Company is ₹ 54,00,00,000/- (Rupees Fifty Four Crores only) divided into 27,00,00,000 (Twenty Seven Crore)

equity shares of ₹ 2/- (Rupees Two only) each .

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Naresh Kumar Agarwal, Chairman & Executive Director (DIN:01020334) and/or Mr. Mahesh Kumar Sharma, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

##### **ITEM NO.2.**

#### **Issue of Bonus Shares:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the Securities Premium Account and Free Reserves as on 31<sup>st</sup> March, 2023, for the

purpose of the issue of bonus equity shares of ₹ 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in the proportion of 2 (Two) equity share of ₹ 2/- each for every 1 (One) equity shares of ₹ 2/- each held by the Members, whose names appear in the Register of Members on a 'Record Date' to be determined by the Board (including any committee thereof) for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Naresh Kumar Agarwal, Chairman & Executive Director (DIN:01020334) and/or Mr. Mahesh Kumar Sharma, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion

may deem necessary or desirable and its decision shall be final and binding.”

### **ITEM NO.3.**

**Appointment of Mrs. Pooja Bachhawat (DIN:09011940) as an Independent Women Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Pooja Bachhawat, who being eligible for appointment as an Independent Director and who has given her consent to act as an Independent Director along with declaration that she meets the Criteria for Independence under section 149(6) of the Act and the Rules framed thereunder and the Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years on the Board of the Company Commencing from 26<sup>th</sup> October, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**ITEM NO.4.**

**Appointment of Mr. Rajiv Adukia (DIN:10371673) as an Independent Director.**

By Order of the Board of Directors

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Rajiv Adukia (DIN: 10371673), who being eligible for appointment as an Independent Director and who has given has consent to act as an Independent Director along with declaration that she meets the Criterial for Independence under section 149(6) of the Act and the Rules framed thereunder and the Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 years on the Board of the Company Commencing form 26<sup>th</sup> October, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Mahesh Kumar Sharma**

**Company Secretary**

**M.No.ACS 42926**

Place: Kolkata

Date: 26<sup>th</sup> October, 2023

Registered office:

**1A, Bonfield Lane, Kolkata -700001; West Bengal, India**

## NOTES:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 20 October, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal ballot Notice will also be available on the website of the Company at [www.kritikawires.com](http://www.kritikawires.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and also available on the website of LIPL (agency for providing the Remote e-Voting facility) i.e. [www.linkintime.co.in](http://www.linkintime.co.in)
4. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) along with the copy of the share certificate (front and back), self- attested copy of the PAN card and such other documents as prescribed in the Form.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up share capital of the Company as on the Cut-Off Date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Link Intime India Private Limited as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. E-voting shall commence on Monday, 30<sup>th</sup> October, 2023 at 9.00 A.M. (IST) and end on Tuesday, 28<sup>th</sup> November, 2023 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. on Tuesday, 28<sup>th</sup> November, 2023.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [compliance@kritikawires.com](mailto:compliance@kritikawires.com).
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the

MCA Circulars, the details pertaining to this Postal Ballot will be published in newspapers as required.

## 12. PROCEDURE FOR 'E-VOTING':

### Remote e-Voting Instruction for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

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

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### 3. 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

#### Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:** Shareholders holding shares in physical form shall provide 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 Depository Participant (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/ members 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).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’

#### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by

sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for 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 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 22- 23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password 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”.

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

**ITEM NO. 1 & 2.**

The equity shares of your Company are presently listed and actively traded on the National Stock Exchange of India Limited. Over the years, the Company has performed satisfactorily well both in terms of profit and business. As on March 31, 2023 total free reserves and surplus of the Company is ₹ 50.06 Crore including Security Premium Account of ₹ 24.47 Crore. With a view to capitalize the Security Premium Account and to rationalize the capital structure, and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on October 26, 2023, subject to the consent of the Members of the Company, approved and recommended for consideration of members, the issue of bonus equity shares of ₹ 2/- (Rupees Two) each credited as fully paid-up to eligible members of the Company in the proportion of 2 (Two) new fully paid-up equity share of ₹ 2/- (Rupees Two) each for every 1 (One) existing fully paid-up equity



shares of ₹ 2/- (Rupees Two) each held by them as on the record date to be fixed by the Board (including any committee thereof), by capitalizing such sum standing credit to the Securities Premium Account and free reserves of the Company as on March 31, 2023.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 2 of the Postal Ballot Notice.

At present, the Authorised Share Capital of your Company is of ₹ 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lacs only) divided into 9,25,00,000 equity shares of ₹ 2/- each and issued and subscribed capital is of ₹ 17,75,20,000/- (Rupees Seventeen Crore Seventy Five Lakhs and Twenty Thousand only) divided into 8,87,60,000 Equity Shares of ₹ 2/- each.

The total paid up share capital post bonus issue shall be ₹ 53,25,60,000/- which shall exceed the present Authorised Share Capital of the Company.

To accommodate the further issue of shares on account of Bonus, it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in item No.1 of the Notice.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2009, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before 24<sup>th</sup> December 2023.

The Board of Directors recommends passing of all the Resolutions set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

### **ITEM NO. 3**

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing candidature of Mrs. Pooja Bachhawat for the office of Director. The Company has received a declaration from Mrs. Pooja Bachhawat confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Bachhawat has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Bachhawat has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority including but not limited to the Orders issued by the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Pooja Bachhawat has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

#### **ITEM NO. 4**

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing candidature of Mr. Rajiv Adukia for the office of Director. The Company has received a declaration from Mr. Rajiv Adukia confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Rajiv Adukia has confirmed 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. Mr. Rajiv Adukia has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority including but not limited to the Orders issued by the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Rajiv Adukia has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

#### **Brief Profile of Directors :**

##### **Mrs. Pooja Bachhawat (DIN:09011940):**

Mrs. Pooja Bachhawat has an experience of over 5 years in matters related to compliance in respect of various regulations of SEBI (LODR) Regulations, 2015, Listing Agreement Compliances and Various ROC Compliances.

She is not debarred from holding office of director by virtue of SEBI order or any such authority.

She is not related to any of the Directors of the Company and also does not hold any shares in the

Company.

##### **Mr. Rajiv Adukia (DIN:10371673)**

Mr. Rajiv Adukia is a Chartered Accountant having vast experience of over 10 years in financial management, auditing, direct and indirect taxation, internal control, business planning, due diligence and strategic planning.

He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not related to any of the Directors of the Company and does not hold any directorship in any other listed company.

He is presently holding 5,900 shares of the company.

**By Order of the Board of Directors  
Mahesh Kumar Sharma  
Company Secretary M.No: ACS 42926**

Place: Kolkata

Date: 26<sup>th</sup> October, 2023

**Registered office: 1A, Bonfield Lane, Kolkata - 700001; West Bengal, India**