



# RAMKRISHNA FORGINGS LIMITED

Date: 14 June, 2022

To The Listing Department <b>BSE Limited</b> PJ Towers Dalal Street Mumbai – 400001  <b>BSE SCRIP CODE: 532527</b>	To The Listing Department <b>National Stock Exchange of India Limited</b> “Exchange Plaza” C-1, Block G Bandra Kurla Complex, Bandra (E) Mumbai- 400051  <b>NSE SYMBOL: RKFORGE</b>
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Dear Sir/Madam,

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

In furtherance to our letter dated 3 May, 2022 and pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 3 May, 2022 seeking approval of the members to the resolutions as set out therein.

In compliance with the MCA & SEBI Circulars, the Company has sent the Postal Ballot Notice on Monday, 13 June, 2022, in electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail addresses are registered with the Company/RTA/Depository Participants as on the Cut-Off Date i.e. Friday, 10 June, 2022.

The Company has engaged the services of KFin Technologies Limited (KFintech) for the purpose of providing remote e-voting facility to all its members.

The remote e-voting period commences from 9:00 A.M. (I.S.T) on Wednesday, 15 June, 2022 and ends at 5:00 P.M. (I.S.T) on Thursday, 14 July, 2022. The results of the Postal Ballot shall be announced on or before Saturday, 16 July, 2022.

The Postal Ballot Notice is also available on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and on the website of KFintech at [www.kfintech.com](http://www.kfintech.com).

We request you to kindly take the abovementioned information on record and oblige.

Thanking you,

Yours faithfully,

**For Ramkrishna Forgings Limited**

**Rajesh Mundhra**  
**Company Secretary & Compliance Officer**  
**ACS 12991**



Encl.: As above

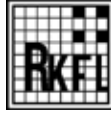


REGISTERED & CORPORATE OFFICE

23 CIRCUS AVENUE, KOLKATA 700017, WEST BENGAL, INDIA

PHONE : (+91 33)4082 0900 / 7122 0900, FAX : (+91 33)4082 0998 / 7122 0998, EMAIL : [info@ramkrishnaforgings.com](mailto:info@ramkrishnaforgings.com), WEB : [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com)

CIN NO. : L74210WB1981PLC034281



# RAMKRISHNA FORGINGS LIMITED

CIN No : L74210WB1981PLC034281  
23, CIRCUS AVENUE, KOLKATA-700017  
Email - [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com)  
Phone : 033-4082 0900, Fax-033-4082 0998  
Website : [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com)

## POSTAL BALLOT NOTICE

### **[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations read with General Circular No. 3/2022 dated May 5, 2022, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), it is sought to pass the proposed resolutions as set out hereinafter through postal ballot by remote e-voting process ("e-voting").

A Statement pursuant to Section 102 and other applicable provisions of the Act setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. This Notice along with the Statement is also available on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com).

On account of the ongoing COVID-19 pandemic and in terms of the MCA Circulars, the Notice is being sent in electronic mode only to those members who have registered their e-mail addresses with the Company or Depository Participant(s)/ Depository/KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Company's Registrar & Share Transfer Agent (RTA). Further, the members would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section "Voting Instructions" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5.00 P.M. (I.S.T) on Thursday, July 14, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

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

The Board of Directors of the Company has appointed MKB & Associates, Company Secretaries in Practice, Kolkata (FRN: P2010WB042700) as the Scrutinizer for conducting the postal ballot Voting process in a fair and transparent manner.

The Scrutinizer will submit his/her report to the Chairman or to any person authorised by him after completion of the scrutiny of remote e-voting and the results of the postal ballot shall be declared on or before Saturday, July 16, 2022 at the Registered Office of the Company at 23, Circus Avenue, Kolkata – 700017 and shall be placed along with the Scrutinizer's Report on the Company's website at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges where the shares of the Company are listed and to KFin Technologies Limited (KFinTech) (e-voting agency).

### **Special Business**

#### **Item No. 1:**

**To appoint Ms. Rekha Shreeratan Bagry (DIN: 08620347) as Woman Independent Director and consider, 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17(1C) and 25(2A) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Rekha Shreeratan Bagry (DIN: 08620347), who was appointed as an Additional Director under the category of Woman Independent Director of the Company

pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 03, 2022 to May 02, 2027 and whose office shall not be liable to determination by retirement of directors by rotation."

**"RESOLVED FURTHER THAT** the Board or any Committee thereof or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 2:**

To appoint Mr. Sanjay Kothari (DIN: 00258316) as an Independent Director and consider, 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17(1C) and 25(2A) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjay Kothari (DIN: 00258316), who was appointed as an Additional Director under the category of Independent Director of the Company pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 03, 2022 to May 02, 2027 and whose office shall not be liable to determination by retirement of directors by rotation."

**"RESOLVED FURTHER THAT** the Board or any Committee thereof or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Sd/-

**Rajesh Mundhra**

*Company Secretary*

Membership No. ACS 12991

Place : Kolkata

Dated : May 03, 2022

Registered Office:

23 Circus Avenue, Kolkata – 700017

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ("the Act") in respect of item nos. 1 and 2 which sets out details relating to Special Business at the meeting, forms part of this Postal Ballot Notice.
2. On account of the threat posed by COVID-19 pandemic and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form 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 the close of business hours of Friday, June 10, 2022 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice.

The Notice shall also be uploaded on the website of the Company at [www.ramkrihnaforgings.com](http://www.ramkrihnaforgings.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). All the members of the Company as on the Cut-off date of Friday, June 10, 2022 shall be entitled to vote in accordance with the process as specified in this Notice.

3. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
5. The instructions for Members for e-voting are as under:
  - i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has extended e-voting facility, for its members to enable

them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (KFinTech) as the Agency to provide remote e-voting facility. The instructions for Members opting for remote e-voting are as below:

- ii. In pursuance of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been extended to 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.
- iii. 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 providing ease and convenience of participating in e-Voting process. Members are advised to update their mobile numbers and e-mail addresses with their respective DPs to access the e-Voting facility.
- iv. The remote e-voting period commences at 9.00 A.M. (I.S.T) on Wednesday, June 15, 2022 and ends at 5.00 P.M. (I.S.T) on, Thursday, July 14, 2022.
- v. The 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 equity share capital of the Company as on the Cut-Off Date i.e. Friday, June 10, 2022. A person who is in receipt of this Notice but is not a member on the said date should treat this Notice for information purposes only.

#### Details on Method 1 are mentioned below:

- l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholder holding securities in demat mode with CDSL and NSDL	<ol style="list-style-type: none"> <li>1. Existing user who have opted for Easi / Easiest               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e.KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li>2. User not registered for IdeAS e-Services               <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IdeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields. Follow steps given in points 1</li> </ol> </li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, 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.</li> <li>III. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please 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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Details on Method 2 are mentioned below:**

- II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - c. After entering these details appropriately, Click on "LOGIN".
  - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the "EVENT" i.e., Ramkrishna Forgings Limited.
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date of Friday, June 10, 2022 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove.
  - h. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - k. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - l. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their e-mail addresses and in consequence the Postal Ballot and e-voting credentials could not be served may temporarily get their e-mail address and mobile number registered with KFintech by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for receiving the same. Members are requested to follow the process as guided to capture the e-mail address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, Members may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with a scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN card copy and Client Master copy in case of the electronic folio and copy of share certificate in case of the physical folio for receiving the Postal Ballot Notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**OTHER INSTRUCTIONS**

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or by sending an email on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the Cut-off date of Friday, June 10, 2022,

are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

It is however, clarified that all Members of the Company as on the Cut-Off Date of Friday, June 10, 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process as specified in this Notice.

- III. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Members who may require any technical assistance or support are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
    - vi. Necessary information of the Directors seeking appointment through this postal ballot as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
    - vii. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [secretarial@ramkrishnaforgings.com](mailto:secretarial@ramkrishnaforgings.com).
    - viii. Members may address their queries regarding voting by remote e-voting to the Company Secretary/KFin Technologies Limited, the Registrar and Share Transfer Agents of the Company at their office at Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032, Telangana, India or by sending a mail to [evoting@kfintech.com](mailto:evoting@kfintech.com) or at toll free no. 1800-309-4001.
    - ix. The Board of Directors of the Company has appointed MKB & Associates, Company Secretaries in Practice, Kolkata (FRN: P2010WB042700), as the Scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner.
    - x. The Scrutinizer shall, after conclusion of the e-voting period, make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman or to any person authorized by him, who shall countersign the same and declare the result of the Voting therewith.
    - xi. The results of the postal ballot will be posted on the website of the Company at [www.ramkrishnaforgings.com](http://www.ramkrishnaforgings.com) along with the Scrutinizer's Report and shall be sent to the Stock Exchanges where the shares of the Company are listed and simultaneously to the KFinTech.
    - xii. The Resolutions, if passed by majority, will be deemed to have been passed on the last date of the remote e-voting, i.e., Thursday, July 14, 2022. Members, who wish to be present at the venue at the time of declaration of the Result, may do so.
    - xiii. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, at Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032, Telangana, India.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act"), appointment of an Independent Director requires approval of members. Further, as per Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), the appointment of an Independent Director shall be subject to the approval of shareholders by special resolution.

Additionally, as per newly inserted Regulation 17(1C) of the SEBI Listing Regulations, the Company shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next annual general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Ms. Rekha Shreeratan Bagry (DIN: 08620347) who is proposed to be appointed is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has received a declaration from Ms. Rekha Shreeratan Bagry that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Ms. Rekha Shreeratan Bagry fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Ms. Rekha Shreeratan Bagry is independent of the management and possesses appropriate skills, experience and knowledge.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors of the Company, appointed Ms. Rekha Shreeratan Bagry (DIN: 08620347) as an Additional Director of the Company under the category of Woman Independent Director for a term of 5 (Five) consecutive years with effect from May 03, 2022 to May 02, 2027 and whose office shall not be liable to determination by retirement of directors by rotation."

The Company has received a notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Rekha Shreeratan Bagry for the office of Independent Director of the Company.

Details of Ms. Rekha Shreeratan Bagry are provided in the "Annexure" to the Postal Ballot Notice pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI).

Copy of draft letter of appointment of Ms. Rekha Shreeratan Bagry setting out the terms and conditions of her appointment is available for inspection by the members at the Registered Office of the Company.

Ms. Bagry shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time and reimbursement of expenses for participating in the Board and other meetings.

**Her Brief Profile is as below:**

Ms. Bagry, aged 50 years is a Commerce Graduate and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). Ms. Bagry started her career with Price Waterhouse Coopers (PwC) in 2005 and rose to the level of a partner in the year 2010. She is now working as an Independent Professional and holds directorship in Vinca Developer Private Limited, Renewsys India Private Limited, TRIL Constructions Limited and Whiteoak Capital Trustee Limited.

Ms. Bagry has over 20 years of experience in tax and advisory. She specializes in tax and regulatory aspects of mergers and acquisition and has advised on family succession, trust formation, wills etc. She also has wide experience in mergers & acquisition, handling large Indian corporate and multinationals.

Ms. Bagry has worked in diverse sectors/industries of the like Beverages, Textile, Retail, Cement, Steel, Engineering, Telecom, Packaging Chemicals, Pharma, Media, BPO, amongst others.

Save and except, Ms. Rekha Shreeratan Bagry none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

**Item no. 2**

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act"), appointment of an Independent Director requires approval of members. Further, as per Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the appointment of an Independent Director shall be subject to the approval of shareholders by special resolution.

Additionally, as per newly inserted Regulation 17(1C) of the SEBI Listing Regulations, the Company shall ensure that the approval of the

shareholders for the appointment of a person on the Board of Directors is taken at the next annual general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Mr. Sanjay Kothari (DIN: 00258316) who is proposed to be appointed is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sanjay Kothari that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI Listing Regulations. In the opinion of the Board, Mr. Sanjay Kothari, fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Sanjay Kothari is independent of the management and possesses appropriate skills, experience and knowledge.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors of the Company, appointed Mr. Sanjay Kothari (DIN: 00258316) as an Additional Director of the Company under the category of Independent Director on the Board of the Company for a term of 5 (Five) consecutive years with effect from May 03, 2022 to May 02, 2027, and whose office shall not be liable to determination by retirement of directors by rotation."

The Company has received notice a under Section 160 of the Act from a shareholder proposing the candidature of Mr. Sanjay Kothari for the office of Independent Director of the Company.

Details of Mr. Sanjay Kothari are provided in the "Annexure" to the Postal Ballot Notice pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI).

Copy of draft letter of appointment of Mr. Sanjay Kothari setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company.

Mr. Kothari shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board from time to time and reimbursement of expenses for participating in the Board and other meetings.

**His brief profile is as below:**

Mr. Sanjay Kothari, aged 58 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI) and an Associate Member of the Institute of Cost & Management Accountants of India (ICMAI). He is a Commerce Graduate from St. Xavier's College, Kolkata and has also Diploma in Business Finance from the Institute of Chartered Financial Analyst of India (ICFAI). He has about 25 years of experience in Finance & Taxation.

He is currently serving as an Independent Director on the Board of Clean Science Technology Limited, Birla Precision Technologies Limited and J L Morison (India) Limited. Additionally, he is the head of the family office of one of the leading Ultra High Net Worth Individuals (UHNI) Investor of India and is also a Practicing Chartered Accountant specializing in corporate communications, loan syndications, equity placements and financial restructuring exercises.

Save and except, Mr. Sanjay Kothari, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

By order of the Board

Sd/-

**Rajesh Mundhra**

*Company Secretary*

Membership No. ACS 12991

Place : Kolkata

Dated : May 03, 2022

Registered Office:

23 Circus Avenue, Kolkata – 700017



## ANNEXURE-I

Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

<b>Name</b>	<b>Ms. Rekha Shreeratan Bagry</b>	<b>Mr. Sanjay Kothari</b>
<b>DIN</b>	08620347	00258316
<b>Date of Birth/Age</b>	March 22, 1972 50 years	November 04, 1963 58 years
<b>Brief Resume/ Experience/Expertise in Specific Functional Area</b>	She possesses experience of 20 years in tax and advisory. She specializes in tax and regulatory aspects of mergers and acquisition and has advised on family succession, Trust formation, wills etc. She also has wide experience in Mergers & Acquisition, handling large Indian corporate and multinationals. She has worked in diverse sectors/industries of the like Beverages, Textile, Retail, Cement, Steel, Engineering, Telecom, Packaging Chemicals, Pharma, Media, BPO, amongst others.	He possesses rich experience of 25 years in Finance & Taxation. Additionally, he is the head of the family office of one of the leading Ultra High Net Worth Individuals (UHNI) Investor of India and is also a Practicing Chartered Accountant specializing in corporate communications, loan syndications, equity placements and financial restructuring exercises.
<b>Qualification</b>	Bachelor in Commerce and a Fellow Member of the Institute of Chartered Accountants of India (ICAI).	Bachelor in Commerce from St. Xaviers College, Kolkata, Fellow Member of the Institute of Chartered Accountants of India (ICAI), the Institute of Company Secretaries of India (ICSI) and an Associate Member of the Institute of Cost & Management Accountants of India (ICMAI). Diploma in Business Finance from the Institute of Chartered Financial Analyst of India (ICFAI).
<b>Original Date of Joining the Board /Date of first appointment on the Board</b>	May 03, 2022	May 03, 2022
<b>Terms and conditions of appointment or re-appointment</b>	Being appointed as an Independent Director of the Company for a period of 5 (five) consecutive years.	Being appointed as an Independent Director of the Company for a period of 5 (five) consecutive years.
<b>Remuneration last Drawn</b>	N.A	N.A
<b>Details of remuneration sought to be paid.</b>	Entitled to receive Sitting fees for attending Board and Committee meetings thereof.	Entitled to receive Sitting fees for attending Board and Committee meetings thereof.
<b>Directorship in other companies )</b>	<b>Listed-</b> Nil  <b>Unlisted-</b> a) Vinca Developer Private Limited b) Renewsys India Private Limited, c) TRIL Constructions Limited and d)Whiteoak Capital Trustee Limited.	<b>Listed-</b> a) Clean Science Technology Limited, b) Birla Precision Technologies Limited and c) J L Morison (India) Limited. <b>Unlisted-</b> a) BSE E-Agricultural Markets Limited, b) Rapid Estates Private Limited, c)Anantroop Financial Advisory Services Private Limited, d)Chartered Finance & Leasing Ltd, e) Securities Holdings (India) Pvt Ltd, f) Golden Quadrilateral Financial Advisory Services Private Limited, g) Westend Propmart Private Limited, h) System International Private Limited, i) Sanatan Financial Advisory Services Private Limited and j) Jaichandi Investment Services Private Limited
<b>Listed entities from which resigned in the past Three years</b>	Nil	International Conveyors Limited

<b>Name</b>	<b>Ms. Rekha Shreeratan Bagry</b>	<b>Mr. Sanjay Kothari</b>
<b>Chairman/ Member of the Committee of Directors in the Company</b>	Nil	Nil
<b>Chairperson / Member of the Committee of Board of Directors of other Public Companies of which he/she is a director [only Audit Committee and Stakeholders Relationship Committee is Considered</b>	Nil	J L Morison (India) Limited Audit Committee – Chairman Clean Science Technology Limited Audit Committee – Member Stakeholders Relationship Committee – Member
<b>Shareholding in the Company as on date</b>	3,000 Equity Shares	Nil
<b>Inter-se Relationship between Directors/ KMP</b>	Not related	Not related
<b>No. of Board Meetings attended period (1<sup>st</sup> April 2022 till date of Postal Ballot Notice)</b>	N.A	N.A