

15th February, 2022

The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Plot No. – C – 1, G Block,
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400051

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

Scrip Code:- **PCBL**

Scrip Code:- **506590**

Dear Sir,

Sub:- Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as “SEBI Listing Regulations”) - Submission of the Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the electronic copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Shareholders of PCBL Limited (**‘the Company’**), which is being sent only through electronic mode to the shareholders of the Company, on the following Special Resolutions as set out in the said Postal Ballot Notice, through remote e-Voting:-

- 1.) Sub-Division of 1 Equity Share of the Face Value of Rs. 2/- per share to 2 Equity Shares of Face Value of Re. 1/- per share;
- 2.) Alteration of the Capital Clause in the Memorandum of Association
- 3.) Alteration of the Capital Clause of the Articles of Association

The remote e-Voting period will start from Wednesday, 16th February, 2022 at 9:00 A.M. (IST) and will end on Thursday, 17th March, 2022 at 5:00 P.M (IST) (both days inclusive). The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those Shareholders whose names appeared in the Register of Members / List of Beneficial Owners as maintained by the Company / Depositories / Registrar and Share Transfer Agent (**‘RTA’**)

PCBL Limited

Registered Office: 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcbltd.com | **CIN:** L23109WB1960PLCO24602

Note: “PCBL Limited” was formerly known as “Phillips Carbon Black Limited”

respectively, at the close of business hours on Friday, 11th February, 2022 ('Cut-off date') and whose e-mail addresses are registered with the Company / RTA / Depositories. In this regard, the Company has provided the facility to exercise the voting rights on the businesses provided in the Postal Ballot Notice by electronic means by using electronic facility ('remote e-Voting') provided by NSDL. The said Postal Ballot Notice is also being uploaded in the website of the Company at www.pcbltd.com .

We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,
For **PCBL LIMITED**



K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

PCBL Limited

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PCBL LIMITED

(Formerly known as Phillips Carbon Black Limited)

CIN: L23109WB1960PLC024602

Regd. Office: 31, Netaji Subhas Road, Kolkata – 700 001

Tele: (033) - 6625-1443, Fax: 033-2230 6844/2243-6681

E-mail: pcbl@rpsg.in , Web: www.pcblttd.com

POSTAL BALLOT NOTICE TO THE SHAREHOLDERS OF THE COMPANY

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

Notice is hereby given to the Shareholders of **PCBL LIMITED** (Formerly known as **Phillips Carbon Black Limited**) (the '**Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Management Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**') and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('**RTA**') as on the cut-off date of Friday, 11th February, 2022. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The statement pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684, CP No. - 4557) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("**NSDL**") to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('**Postal Ballot Notice**') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than

Thursday, 17th March, 2022 at 5.00 pm (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder.

The shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman / Managing Director of the Company. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman / Managing Director within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at 31, N.S. Road, Kolkata – 700001. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as '**Stock Exchanges**') where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.pcblltd.com as well as on the website of NSDL. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Thursday, 17th March, 2022, being the last day of remote e-voting.

Items of business requiring approval of Equity Shareholders through Postal Ballot by '**remote e-voting**' are given below:

SPECIAL BUSINESSES:

Item No. 1:

SUB-DIVISION OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 2/- PER SHARE TO 2 EQUITY SHARES OF FACE VALUE OF RE. 1/- PER SHARE:

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

RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act 2013 and the allied Rules framed (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the members be and is hereby accorded, for sub-dividing the Equity Shares of the Company, such that Equity Shares share having nominal value of Rs. 2/- (Rupees Two Only) be sub-divided into 2 (two) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up and the relevant Capital Clause V of the Memorandum and Article 3 of the Articles of Association of the Company be and is hereby accordingly altered.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 2/- (Rupees Two Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 2 (two) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid up, as given below:

Type of Capital	Pre-Split Capital Structure			Post-Split Capital Structure		
	No. of Equity shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised Share Capital	31,00,00,000	2	62,00,00,000	62,00,00,000	1	62,00,00,000
Issued, Paid-up and Subscribed capital	18,87,31,302	2	37,74,62,604	37,74,62,604	1	37,74,62,604

RESOLVED FURTHER THAT on sub-division, 2 (Two) Equity Shares of face value of Re. 1/- each be allotted in lieu of the existing 1 (One) Equity Share of face value of Rs. 2/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share of Rs. 2 /- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, the existing shares certificate(s) in relation to the existing equity shares of the face value of Rs. 2/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date to be fixed by the Company and the Company may without requiring surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of Companies (Share Capital and Debentures) Rules 2014 and in the case of members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Re.1/- each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

ITEM NO. 2:

ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

The Authorized Share Capital of the Company shall be Rs. 62,00,00,000/- (Rupees Sixty-Two Crores Only) divided into 62,00,00,000 (Sixty-Two Crores) equity shares of Re. 1/- (Rupee One Only) each, with the rights, privileges and conditions attached thereto as may be provided by the Articles of Association of the Company. The Company shall have the power to increase or reduce its capital for the time being and to consolidate, divide or sub divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and issue shares of higher or lower denominations.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.”

ITEM NO 3:

ALTERATION OF THE CAPITAL CLAUSE OF THE ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

The Share Capital of the Company is Rs. 62,00,00,000/- (Rupees Sixty-Two Crores Only) divided into 62,00,00,000 Equity Shares of Re. 1 /- (Rupee One Only) each.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.”

Registered Office

31, Netaji Subhas Road
Kolkata – 700 001
CIN: L23109WB1960PLC024602

Place: Kolkata
Date: 10th February, 2022

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

Notes:

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended (“the Act”) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.**

2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
3. For purpose of providing remote e-voting facility, the Company has entered into an agreement with NSDL for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.pcblltd.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.pcblltd.com under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at www.pcblltd.com. The said public notice shall also mention the process for registration of email-ids by those Shareholders who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on Wednesday, 16th February, 2022 at 9:00 A.M. (IST) and will end on Thursday, 17th March, 2022 at 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Shareholders to register their e-mail address. Shareholders who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at kolkata@linkintime.co.in, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Friday, 11th February, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given under Note No. 14. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e. Friday, 11th February, 2022 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Kaushik Mukherjee, Company Secretary at Email: pcbl.investor@rpsg.in or for any query / grievance with respect to E-voting, Shareholders may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 1800 1020 990 and 1800 224 430 or send a request to NSDL at email id : evoting@nsdl.co.in .

Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:

13. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Shareholders whose e-mail addresses are registered with the Company / Registrar and ShareTransfer Agent ('RTA') or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. www.pcblltd.com, the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.
14. Shareholders holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder, by email to the Registrar and Share Transfer Agent (RTA)'s email address at kolkata@linkintime.co.in . Shareholders holding shares in demat form are requested to update their email address through their respective Depository Participant(s). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to registered e-mail address, upon request received from the Shareholders.
15. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
16. Shareholders holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Shareholders after making requisite changes thereon.
17. Shareholders may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id pcbl.investor@rpsg.in from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Such queries shall be appropriately replied by the Company.

18. General Guidelines for Shareholders for Voting:

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at email id : evoting@nsdl.co.in.
 - d. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, 11th February, 2022. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice.
19. The Company has appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684, CP No. - 4557) or any of its authorized nominee as the Scrutinizer, for conducting this Postal Ballot process through remote e- voting, in a fair and transparent manner and required consent for such appointment has been received.
20. The Scrutinizer shall after the conclusion of the e-voting on Thursday, 17th March, 2022 at 5.00 pm (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer’s report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Thursday, 17th March, 2022, being the last day of remote e-voting.
21. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results along with the Scrutinizers’ report would be intimated to the Stock Exchanges where securities of the Company are listed, and will be displayed on the Company’s website at www.pcblltd.com and on the website of NSDL www.evoting.nsdl.com and at the Registered Office of the Company.

Instructions for Shareholders for Remote E-Voting are as Under:

22. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.

23. Pursuant to SEBI Listing Regulations, and such other provisions as may be applicable, the Company has fixed Friday, 11th February, 2022 as the cut-off date for determining the Shareholders who shall be entitled to vote through remote e-voting on the Postal Ballot resolutions. The remote e-voting period commences on Wednesday, 16th February, 2022 at 9:00 am (IST) and ends on Thursday, 17th March, 2022 at 5:00 pm (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, 11th February, 2022 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently. A person who is not a Shareholder as on the cut-off date should treat this notice for information purpose only.

24. The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL 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://www.evoting.nsd.com/

Type of shareholders	Login Method
	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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

Type of shareholders	Login Method
	<p>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. NSDL where the e-Voting is in progress.</p>
<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<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 or 022-23058542-43</p>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119310 then user ID is 119310001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1, 2 and 3

Presently, the Authorised Share Capital of the Company is Rs.62,00,00,000/- (Rupees Sixty-Two Crores Only) divided into 31,00,00,000 (Thirty One Crore Only) Equity Shares of Rs. 2 /- (Rupees Two Only) each. The Issued, Subscribed and Paid-Up Capital of the Company is divided into 18,87,31,302 (Eighteen Crores Eighty Seven Lacs Thirty One Thousand Three Hundred and Two Only) Equity Shares of Rs. 2 /- each (Rupees Two Only) each amounting to Rs. 37,74,62,604 (Rupees Thirty- Seven Crores Seventy-Four Lakh Sixty-Two Thousand Six Hundred and Four Only).

The operations of the Company have grown significantly during the years, which has generated considerable interest in the Company's equity shares in the market. Equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity share of face value of Rs. 2/- into 2 equity shares of the face value of Re. 1/- each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board/Committee of the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on February 9, 2022, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company as set out under item no. 2 & 3 of this Notice. Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Special Resolution is required for sub-division and carrying out any amendment to the Memorandum and Articles of Association of the Company.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

The Board recommends the Special Resolutions as set out under item no. 1, 2 & 3 of the Notice for approval of the Shareholders.

Registered Office
31, Netaji Subhas Road
Kolkata – 700 001
CIN: L23109WB1960PLC024602

Place: Kolkata
Date: 10th February, 2022

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)