

THE GROB TEA CO. LTD.

CIN: L74110WB1895PLC000963

Regd. Off.: Haute Street, 9th Floor, 86A Topsia Road, Kolkata - 700 046

Tel. No.: 033-40031325/26

e-mail: grobtea@rawalwasia.co.in, Website : www.grobtea.com

POSTAL BALLOT FORM

Postal Ballot No.:

1. Name(s) and Registered Address of the Sole/First named shareholder :
2. Name(s) of the Joint Holders (if any) :
3. Registered Folio No. / DP ID No. Client ID No. :
4. No. of Equity Shares Held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 30th December, 2020 by conveying my / our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below:

Serial No.	Description of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Appointment of Independent Director			
2.	Increase in borrowing limits upto Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.			
3.	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.			

Place :

Date :

Signature of the Shareholder/ Beneficial owner

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of conveying the Postal Ballot Forms to the Scrutinizer. However, e-voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
115516		

Note: i) If the voting Rights are exercised electronically, there is no need to use the form.

ii) Please read carefully the instructions overleaf before exercising the Vote.

iii) The Voting period will start on : 24th January, 2021 at 09:00 A.M. and will end on : 22nd February, 2021 at 05:00 P.M.



INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Members will also be accepted.
2. This Postal Ballot Form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA and enclosing an attested copy of POA. Unsigned Postal Ballot forms will be rejected.
3. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the Postal Ballot Form has been signed by an authorised representative of a Body Corporate / Trust / Society etc., a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Ballot Form. A Member may sign the form through an Attorney specifically appointed for this purpose, in such case an attested true copy of the Power of Attorney should also be attached to the Ballot Form.
5. Members are requested not to send any paper (other than the resolution/authority as mentioned under Instruction 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The consent should be given either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrect filled Postal Ballot Form will be rejected.
7. Facility of voting through electronic mode is also being provided by the Company. **(for Instructions please see the Notice)**
8. Duly completed Postal Ballot Form should reach as per the address mentioned on the envelope, on or before the close of working hours i.e. 05:00 P.M. on 22nd February 2021. The Postal Ballot received after this date will not be considered and treated as if the reply from the Member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders / Beneficial Owners on the relevant date/Cut-Off date i.e. 31st December, 2020.
10. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to **Mrs. Kritika Mohata, Company Secretary** of the Company.
11. The vote of a Member will be considered invalid on any of the following grounds:-
 - a. If the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - c. if the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favor or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice-versa. However, if the Members cast their vote by physical Ballot as well as through e-voting, then the voting through physical Ballot shall be treated as invalid.
12. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
13. Members can also download the Postal Ballot Form from Company's website www.grobtea.com or seek duplicate Postal Ballot Form from M/s Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata 700017.



THE GROB TEA CO. LTD.

CIN: L74110WB1895PLC000963

Regd.Off: Haute Street, 9th floor, 86A Topsia Road, Kolkata 700 046

Tel.No.033-40031325/26

e-mail: grobtea@rawalwasia.co.in, Website : www.grobtea.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and all other applicable Laws and Regulations for seeking your consent, to pass the proposed resolutions appended hereunder by way of postal ballot which includes voting by electronic means:-

- a. **Appointment of Independent Director**
- b. **Increase in borrowing limits upto Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.**
- c. **Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

Accordingly, the said Resolutions along with the explanatory statement pertaining, setting out the facts concerning and the reasons thereof, as required in terms of Section 102 of the Companies Act, 2013, is annexed hereto along with a Postal Ballot Form (the "**Form**") for your consideration.

The Board of Directors at their meeting held on 30th December, 2020 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraraia, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretary as Scrutinizer for scrutinizing the Postal Ballot and e-voting process in fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your Assent (FOR) or Dissent (AGAINST) therein and return the same in original duly completed and signed in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on 22nd February, 2021.

In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged the services of National Securities Depository Limited to provide E-voting facility to its Members. It may be noted that e-voting is optional. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

Based on the Scrutinizer's Report, the Results of postal ballot and remote e-voting will be declared on Tuesday, 23rd February, 2021 at 4.00 p.m. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.grobtea.com under the section 'Investor Relations' and will also be forwarded to the National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited, where the Company's shares are listed.

National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website www.evoting.nsdl.com.

Item No. 1 Appointment of Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Niraj Kumar Harodia (DIN: 06676837), who was appointed as an Additional Director on the Board of Directors of the Company with effect from December 30, 2020 in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and who meets the criteria of Independence as provided under Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director in accordance with Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and corresponding Rules formed thereunder, to hold office for a term of 5 (five) consecutive years w.e.f. December 30, 2020 to December 29, 2025 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2 Increase in borrowing limits upto Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT superseding all the earlier resolution passed in this regard, the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Item No. 3 Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT superseding all the earlier resolution passed in this regard, the provision of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, the Board of Directors of the Company decided to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crores (Rupees Two Hundred Crores only) at any time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

Registered Office:
Haute Street, 9th floor,
86A Topsia Road,
Kolkata 700 046

Dated: 30th December, 2020

By Order of the Board
Sd/-
Pradeep Kumar Agarwal
Managing Director
(DIN:- [00703745](#))

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid proposed resolutions is annexed hereto.
2. Notice of the Postal Ballot is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) as on 31st December, 2020 (cut-off date/ Relevant Date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. Notice of the Postal Ballot is being sent by email to those Members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of Notice of Postal Ballot are being sent by permitted mode, along with a self-addressed postage pre-paid Business Reply Envelope.
4. Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata 700017 or to the Company and always quote their Folio No. in all correspondence.
5. The Notice of Postal Ballot of the Company circulated to the Members of the Company will be made available on the Company's website at www.grobtea.com.
6. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.
7. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
8. The Board of Directors at their meeting held on 30th December, 2020 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraria, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretaries as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
9. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.
10. Resolution(s) 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.
11. Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed for use by the Member(s).
12. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
13. Members can cast their vote online from 24th January, 2021 (09:00 A.M. onwards) till 22nd February, 2021 (upto 5:00 p.m.) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on 22nd February, 2021. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed overleaf of the form enclosed herewith and return it, duly completed and signed along with your Assent (FOR) or Dissent (AGAINST) in the

attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 22nd February, 2021. Please note that any Postal Ballot Form(s) received after the last date will be treated as reply has not been received.

14. Documents related to the above mentioned resolution(s) are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of Postal Ballot.
15. A Member cannot exercise his vote by proxy on Postal Ballot.
16. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Monday, 22nd February, 2021.
17. The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 23rd February, 2021 at the Corporate Office of the Company and will also be displayed on the Company website (www.grobtea.com), the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com/> and communicated to the Stock Exchange(s), depositories, registrar and share transfer agent on the said date.
18. Mrs. Kritika Mohata, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal Ballot through e-voting. Her details are as followed:
Name : Mrs. Kritika Mohata
Designation : Company Secretary
Address : "Haute Street" 9th Floor, 86A, Topsia Road
Kolkata - 700046
Email id : grobtea@rawalwasia.co.in
Phone No. : 033-4003 - 1325

21. The process and manner for e-voting are as under:

Step 1: Login to NSDL e-voting website

If you are registered for NSDL e-services 'IDEAS', you can login at <https://www.eservices.nsdl.com/> with your existing IDEAS login and click on e-voting to proceed to Step 2 to cast your vote.

If you are not registered for 'IDEAS', please follow the following steps:

- a) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on '**Shareholder /Member-Login**'.
- b) Insert your user ID & password on the login window and also insert the verification code as shown on the screen.

• **User ID:**

For Members holding 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*****.
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.
For Members holding shares in certificate form.	Electronic Voting Event Number (EVEN) followed by your folio number registered with the Company. For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.

• **Password:**

- i. **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**
Members may also use OTP based login.
 - ii. If you are using NSDL e-voting system for the first time, you would need to use your 'initial password' for login, which has been communicated to you by the Company.
 - iii. If you are unable to retrieve the 'initial password', or have forgotten your password:
 - Click on '**Forgot User Details /Password?**', if holding shares in dematerialised form, or
 - Click on '**Physical User Reset Password?**', if holding shares in certificate form.
 You may also send an e-mail requesting for password at evoting@nsdl.co.in, mentioning your name, PAN, registered address and your DP ID and Client ID/ folio number.
- c) Agree to the terms and conditions by clicking the box.
 - d) Click on '**Login**'. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- a) Click on '**e-voting: Active Evoting Cycles /VC or OAVM**' and select the EVEN of The Grob Tea Company Limited.
- b) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

Other Instructions:

- 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in.
- Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting, are required to register their e-mail addresses by sending scanned copies of signed request letter mentioning their name and DP ID and Client ID / folio number through e-mail to info.grob@rawalwasia.co.in/grobtea@rawalwasia.co.in/nichetechpl@nichetechpl.com/ or by writing to The Grob Tea Company Limited, 86A, Haute Street, Topsia Road, 9th Floor, Kolkata 700 046.

Members may also write to NSDL at evoting@nsdl.co.in and obtain their user ID and password for remote e-voting by sending scanned copies of (i) signed request letter mentioning their name and DP ID and Client ID / folio number, (ii) share certificate (front and back) / self-attested client master or consolidated demat account statement, (iii) self-attested PAN Card, and (iv) any self-attested proof of their address (e.g. Driving License, Aadhaar Card etc.).

- In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact:
 - i. Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. 1800-222-990 (toll free) or 022-2499 4360 or at e-mail ID AmitV@nsdl.co.in;

In case the Members require any technical assistance with respect to remote e-voting, they may contact the helpline numbers mentioned above.

- There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("the Act")

The following Statement sets out all material facts relating to the special business under Item no. 1 to 3 of the accompanying Notice dated 30th December, 2020:-

Item No. 1:

The Board of Directors of the Company at its meeting held on 30th December, 2020 had recommended to the members, the appointment of Mr. Niraj Kumar Harodia as Non-Executive Independent Director of the Company for a period of 5 (Five) years w.e.f 30th December, 2020 to 30th December, 2025 and that he will not be liable to retire by rotation

CA Niraj Kumar Harodia, Co - Founder and Director of JPNR Corporate Consultants and Partner in KASG & Co. Kolkata. He is also a qualified Company Secretary. He has started his career with Deloitte Mumbai/ Kolkata. Currently in professional capacity he is regularly representing his clients before different appellate authorities in various matters related to direct taxes and indirect taxes along with advisory. He is also serving as Honorary Secretary of Friends of Tribals Society, Kolkata chapter which is working in the field of education to more than 1,00,000 tribal villages of India under EKAL ABHIYAN ONE TEACHER ONE SCHOOL.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Niraj Kumar Harodia for the office of Director of the Company. The Company has also received a declaration from Mr. Niraj Kumar Harodia that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Niraj Kumar Harodia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Niraj Kumar Harodia, is provided in the "Annexure 1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Niraj Kumar Harodia is appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Niraj Kumar Harodia as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mr. Niraj Kumar Harodia as an Independent Director of the Company and he shall not be liable to retire by rotation.

Save and except, Mr. Niraj Kumar Harodia and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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.

The Board recommends passing of Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business without the consent of the Members of the Company accorded by means of a special resolution.

For the expansion of the business the company proposes to increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 to Rs. 200 crore by passing the resolution proposed under item no. 2 as a special resolution. The Company shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital.

Accordingly, the approval of the Members is being sought by way of special resolution authorising the Board of Directors to borrow further sums of monies within an overall limit of Rs.200 crore outstanding at any given point of time.

The Board of Directors recommends the passing of the Resolution contained in Item no. 2 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Item No.3:

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the approval of the Members is being sought by way of special resolution set forth in Item No. 3.

The Board of Directors recommends the passing of the Resolution contained in Item no. 3 of the accompanying Postal Ballot Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Registered Office:
Haute Street, 9th floor,
86A Topsia Road,
Kolkata 700 046
Dated: 30th December, 2020

By Order of the Board
Sd/-
Pradeep Kumar Agarwal
Managing Director
(DIN:- [00703745](#))

ANNEXURE TO NOTICE :

Details of Directors seeking appointment at the forthcoming Postal Ballot [(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Niraj Kumar Harodia
Date of Birth	04/08/1984
Date of Appointment	30.12.2020
Qualification	B Com, Chartered Accountant, Company Secretary
Expertise in Specific functional area	Mr. Niraj Kumar Harodia is a Practicing Chartered Accountant. He is executive committee member of Direct Taxes Professional Association and Association of Corporates Advisor and Executive.
Directorship held in other Companies	JPNR Corporate Consultants Private Limited
Chairman/Member of the Committee in which he is a Director apart from this Company (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Number of shares held in the Share Capital of the Company	Nil