

Date: 30th March, 2024

✓ The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
Code – 520123

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata- 700 001
Code No.- 10011146

Sub: Notice of Postal Ballot & E-voting

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 30th March, 2024.

The aforesaid notice is being sent electronically to the members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-Off date being Friday, 29th March, 2024 on their registered e-mail address.

The Company has engaged Central Depository Services (India) Limited ('CDSL') to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Wednesday, 10th April 2024 at 9:00 am (IST) and will end on Thursday, 9th May, 2024 at 5:00 pm (IST).

The Postal Ballot Notice will also be available on the Company's website at www.abcindia.com and CDSL's website at www.cdslindia.com.

This may please be taken on record and kindly inform to all the members of your Stock Exchanges.

Thanking You.

Yours faithfully,

For ABC India Limited

SANJAY Digitally signed
by SANJAY
AGARWAL AGARWAL
Date:
AL 2024.03.30
13:17:32 +05'30'

Sanjay Agarwal
Company Secretary

Encl: Postal Ballot Notice

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management & Administration) Rules, 2014)**

Dear Members,

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**” or “**Companies Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the General Circular Nos. 14/2020 dated 8th April 2020 and the last Circular No. 9/2023 dated 25th September, 2023 (the “**Relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the below mentioned proposed special businesses by the members of the **ABC India Limited** (“the Company”) by passing resolutions through postal ballot (“Postal Ballot”) only through remote e-voting.

MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company need to send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company at its meeting held on Saturday, March 30, 2024 has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, (Membership No. FCS 3811, C.P No. 3982), as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e-voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on Friday, May 10, 2024 on the Company's website at www.abcindia.com, and CDSL website at www.evotingindia.com besides communicating to the BSE Limited (BSE) and The Calcutta Stock Exchange Ltd. (CSE), where the shares of the Company are listed.

The last date of the e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

**By the Order of the Board
For ABC India Limited**

**Place: Kolkata
Date: March 30, 2024**

**Sd/-
Sanjay Agarwal
Company Secretary**

SPECIAL BUSINESS

PROPOSED RESOLUTION NO. 1: APPOINTMENT OF MRS. ISHANI RAY (DIN: 08800793) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination Remuneration Committee and the Board of Directors of the Company, the approval of members be and is hereby accorded for appointment of **Mrs. Ishani Ray (DIN: 08800793)** as an Additional Director (Independent Director) of the Company to hold office for a period of 5 (Five) consecutive years with effect from 1st April, 2024 till 31st March, 2029.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

PROPOSED RESOLUTION NO. 2: APPOINTMENT OF MRS. TWINKLE AGARWAL (DIN: 08641698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination Remuneration Committee and the Board of Directors of the Company, the approval of members be and is hereby accorded for appointment of **Mrs. Twinkle Agarwal (DIN: 08641698)** as an Additional Director (Independent Director) of the Company to hold office for a period of 5 (Five) consecutive years with effect from 1st April, 2024 till 31st March, 2029.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**By the Order of the Board
For ABC India Limited**

**Place: Kolkata
Date: March 30, 2024**

Sd/-
**Sanjay Agarwal
Company Secretary**

NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 and 110 of the Companies Act, 2013 are annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if it has been passed at a general meeting by the Members on May 9, 2024.
3. As per Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice will be sent to all the Members of the Company in electronic mode whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, March 29, 2024.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot notice.
5. In accordance with the provisions of the MCA Circular, Shareholders 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.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on March 29, 2024 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhar by March 31, 2022 vide its circular dated November 3, 2021, December 14, 2022. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars M/s. MCS Share Transfer Agent Ltd. at mcssta@rediffmail.com. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). Further, vide circular dated March 16, 2023 in case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before 1st October, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

7. Shareholders may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.abcindia.com.

8. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No. FCS. 3811, C.P No 3982) as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.
9. The Company has designated Mr. Sanjay Agarwal, Company Secretary of the Company as the person responsible for the entire voting process.
10. A member desiring to exercise vote by e-voting is requested to carefully read the instructions in this notice before exercising their vote.
11. The voting through e-voting facility shall commence from 9.00 a.m. on Wednesday, April 10, 2024 and shall end at 5.00 p.m. on Thursday, May 9, 2024. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
12. The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting.
13. The result of the Postal Ballot along with the scrutinizer's report will be placed on the website of the Company at www.abcindia.com and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward results to BSE Limited and The Calcutta Stock Exchange Ltd (CSE), where the shares of the Company are listed.
14. All the material documents referred to in the accompanying Explanatory Statement is open for inspection in electronic or physical form at the Registered Office and also at the Corporate Office of the Company at 40/8, Ballygunge Circular Road, Kolkata – 700 019 between 10.00 a.m. to 12.00 noon on any working day excluding Saturday & Sunday till the last date for e-voting i.e., Thursday, May 9, 2024.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot i.e. voting by electronic means are as under:-

Mr. Sanjay Agarwal, Company Secretary, ABC India Limited, 40/8, Ballygunge Circular Road, Kolkata – 700 019; Tel. No.: (033) 2461 4156; Fax: (033) 2461 4193, email: vrmd@abcindia.com; or Mr. Anil Shinde, Compliance Officer, Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045 Tel: 033-40724051-54; Email: www.mcsregistrars.com.

16. Voting Through Electronic Means

I. The instructions for shareholders voting electronically are as under:

- (i) The voting through electronic means will commence on 9.00 a.m. on Wednesday, April 10, 2024 and shall end at 5.00 p.m. on Thursday, May 9, 2024 (IST). The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the cut-off date, i.e March 29, 2024 may cast their vote.
- (ii) Pursuant to SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it

has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

- (iii) In terms of SEBI Circulars no. SEBI/HO/CFD/CMD/CIR/P/2020/242 **dated December 9, 2020 on e-Voting facility provided by Listed Companies**, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

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

	directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43 or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **Login method for remote e-voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form.**

- 1) Log on to the e-voting website www.evotingindia.com during the voting period.
- 2) Click on “Shareholders” tab.
- 3) After that enter your user ID;
For CDSL: 16 digits beneficiary ID;
For NSDL: 8 Character DP ID followed by 8 Digits Client ID; and
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the image verification as displayed and click Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <ABC INDIA LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolutions you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at vrmd@abcindia.com or to R&TA at mcssta@rediffmail.com.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

III. Additional Facility for Non – Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vrmd@abcindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. Institutional Members / Bodies Corporate (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 through e-mail at santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com on or before May 9, 2024 upto 5.00 p.m. without which the vote shall not be treated as valid.

18. PROCESS FOR REGISTRATION OF E-MAIL ID WITH THE COMPANY/RTA/DEPOSITORIES.

Members holding shares in physical mode – Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to approach MCS Share Transfer Agent Limited, Registrar & Share Transfer Agent of the Company by either sending an email request at mcssta@rediffmail.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate and update their respective email address by uploading the requisite documents thereat.

Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant (s) are requested to register/update their e-mail address with the Depository Participant(s). If you have any queries or issues regarding e-voting from the e-voting System, you can write an email to mcssta@rediffmail.com or contact at 033-4072 4051-54.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee in their respective meeting held on Saturday, 30th March, 2024, appointed Mrs. Ishani Ray (DIN: 08800793) as an Additional Director designated as a Non-Executive Independent Director of the Company for a period of five consecutive years, w.e.f. 1st April, 2024 till 31st March, 2029, under Section 149, 150 & 152 of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members in the general meeting by means of special resolution and any other approval as may be required from time to time.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for appointment of Mrs. Ishani Ray at next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mrs. Ishani Ray, confirming her eligibility for appointment as an Independent Director and has also furnished her consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. She would not be disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from Mrs. Ishani Ray confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI Listing Regulations, confirming that she do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mrs. Ishani Ray is not debarred from holding of office as Director(s) pursuant to any SEBI order. Further, he shall not be liable to retire by rotation.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on vrmd@abcindia.com.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 1 of the accompanying Notice.

Except Mrs. Ishani Ray, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Item No. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee in their respective meeting held on Saturday, 30th March, 2024, appointed Mrs. Twinkle Agarwal (DIN: 08641698) as an Additional Director designated as a Non-Executive Independent Director of the Company for a period of five consecutive years, w.e.f. 1st April, 2024 till 31st March, 2029, under Section 149, 150 & 152 of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members in the general meeting by means of special resolution and any other approval as may be required from time to time.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for appointment of Mrs. Twinkle Agarwal at next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mrs. Twinkle Agarwal, confirming her eligibility for appointment as an Independent Director and has also furnished her consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. She would not be disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from Mrs. Twinkle Agarwal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI Listing Regulations, confirming that she do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mrs. Twinkle Agarwal is not debarred from holding of office as Director(s) pursuant to any SEBI order. Further, he shall not be liable to retire by rotation.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on vrmd@abcindia.com.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 2 of the accompanying Notice.

Except Mrs. Twinkle Agarwal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

A. Details of the Directors seeking appointment/ re-appointment

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Director	Mrs. Ishani Ray	Mrs. Twinkle Agarwal
1.	DIN	08800793	08641698
2.	Date of Birth and Age	04.01.1964	05.05.1993
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	01.04.2024	01.04.2024
5.	Terms & Condition of appointment/re-appointment	As provided in the notice	As provided in the notice
6.	Remuneration proposed	N.A.	N.A.
7.	Remuneration last drawn (Rs. In Lakhs)	N.A.	N.A.
8.	No. of shares held in the Company	NIL	NIL
9.	Qualification & Expertise in specific functional area	Mrs. Ishani Ray is a Member of the Institute of Chartered Accountants of India and has also done her masters in commerce. Her experience and expertise is in strategic planning and financial management. She is also associated with various listed and unlisted companies.	Mrs. Twinkle Agarwal is a Member of the Institute of Company Secretaries of India and is also a Commerce Graduate from St. Xavier's College. She is a Practicing Company Secretary in the field of Corporate Laws, Securities Laws & Corporate Governance and ROC Compliances. She has also been involved in various Secretarial Audits and has been a part of the Company in completing forensic audit. She is also associated with various listed and unlisted companies.
10.	No. of Board Meetings Attended during the F.Y. 2023-24	N.A.	N.A.

11.	List of other listed Companies in which Directorships held as on 31 st March, 2024	1(One)	NIL
12.	List of other Companies in which Directorships held as on 31 st March, 2024	3(Three)	2 (Two)
13.	Listed Entities in which the person has resigned as Director in past 3 years:	NIL	NIL
14.	Chairman/Member of the Committee of the Board of other Companies in which he/ she is a Director as on 31 st March, 2024	Chairperson in the Audit Committee of Gloster Ltd.	NIL
15.	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	NIL	NIL