



# Zenith Exports Limited

19, R. N. Mukherjee Road, Kolkata - 700 001, India  
Telephone : 2248-7071, 2248-6936  
E-mail : sec@zenithexportsltd.net  
CIN : L24294WB1981PLC033902

17<sup>th</sup> November, 2023

**The Manager**

Listing Department  
National Stock Exchange of India Limited  
'Exchange Plaza', C-1, Block-G  
Bandra-Kurla Complex  
Bandra (E), Mumbai- 400 051  
**Scrip Code: ZENITHEXPO**

**The Secretary**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
**Scrip Code: 512553**

Dear Sir/Madam,

**Sub: Postal Ballot Notice.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated November 10, 2023 being sent to the members of the Company seeking their approval through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the Resolution(s), as set out in the said Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or their respective depository participant(s) and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, November 11, 2023

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence at 9:00 a.m. (IST) on Monday, November 20, 2023 and ends at 5:00 p.m. (IST) on Tuesday, December 19, 2023. The remote e-voting module shall be disabled by NSDL thereafter.

The result of Postal Ballot will be announced on or before Thursday, December 21, 2023.

The above is also available on the website of the Company at [www.zenithexportslimited.com](http://www.zenithexportslimited.com). And NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

Thanking you,

For **ZENITH EXPORTS LIMITED**

(Jeetender Kumar Ram)

Company Secretary & Compliance Officer  
ACS: 42263



# Zenith Exports Limited

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## POSTAL BALLOT NOTICE

### **To the members of the Company ,**

Notice is hereby given that the resolution set out below are proposed to be passed by the members of Trident Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company, at its meeting held on November 10, 2023, has appointed Mr. Asit Kumar Labh, (**Membership No. 32891, COP 14664**), Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. The instructions for e-voting are appended in this Postal Ballot Notice.

Members are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, December 19, 2023 (the last day to cast vote electronically) to be eligible for being considered. The Resolution will be deemed to have been passed on the last date of e-voting i.e. Tuesday, December 19, 2023.

The Scrutinizer will submit his report after completion of scrutiny, to the Chairperson or any other authorized person of the Company. The results of e-voting will be announced on or before Thursday, December 21, 2023 and communicated on the same day to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company’s website: [www.zenithexportslimited.com](http://www.zenithexportslimited.com).

## **SPECIAL BUSINESS:**

### **Item No. 1**

- ❖ **Re-appointment of Mr. Rabindra Kumar Sarawgee (DIN: 00559970), as Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** Pursuant to the provisions of Sections 149, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee on the basis of performance evaluation report and approval of the Board of Directors in their respective meeting, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rabindra Kumar Sarawgee, (DIN: 00559970) as Independent Director, whose current period of office is expired on 11th November, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) and Section 149(7) of the Companies Act, 2013 read with rules framed thereunder, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder, and whose term shall not be subject to retirement by rotation, to hold office for second term for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 12th November, 2023 upto 11th November, 2028.”

**“RESOLVED FURTHER THAT** Director of the Company or the Company Secretary be and are hereby authorized to file appropriate E-form with Registrar of Companies, West Bengal as also for intimating the same to any other authority as may be required.

### **Item No. 2**

- ❖ **Re-appointment of Mr. Surendra Bafna (DIN: 00127681), as Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** Pursuant to the provisions of Sections 149, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee on the basis of performance evaluation report and approval of the Board of Directors in their respective meeting, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Surendra Bafna, (DIN: 00127681) as Independent Director, whose current period of office is expiring on 11th November, 2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) and Section 149(7) of the Companies Act, 2013 read

with rules framed thereunder, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder, and whose term shall not be subject to retirement by rotation, to hold office for second term for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 12th November, 2023 upto 11th November, 2028.”

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Surendra Bafna, (DIN: 00127681) as a ‘Non-Executive Independent Director’ of the Company, for the said term of 5 years, notwithstanding that he will attain the age of 75 years during the aforesaid tenure.

“RESOLVED FURTHER THAT Director of the Company or the Company Secretary be and are hereby authorized to file appropriate E-form with Registrar of Companies, West Bengal as also for intimating the same to any other authority as may be required.

**Registered & Head Office:**  
19, R. N. Mukherjee Road  
First Floor, Kolkata- 700 001  
Dated: 10<sup>th</sup> November, 2023

By Order of the Board of Directors  
For **ZENITH EXPORTS LIMITED**

Sd/-  
**Jeetender Kumar Ram**  
*Company Secretary*  
ACS: 42263

**Notes:**

1. A Statement pursuant to Section 102(1) and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members of the Company or List of Beneficial Owners maintained by the Depositories, on Friday, 7th April, 2023 (“cut-off date”) and whose e-mail address is registered with the Company or with the Depositories. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company's website at [www.zenithexportslimited.com](http://www.zenithexportslimited.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members 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 (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to [tanmoyb@cbmsl.com](mailto:tanmoyb@cbmsl.com)/ [rta@cbmsl.com](mailto:rta@cbmsl.com), if the shares are held in physical form.

4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members as on 10th November, 2023 ('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.
5. The e-voting period commences at 9:00 a.m. (IST) on Monday, November 20, 2023 and ends at 5:00 p.m. (IST) on Tuesday, December 19, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
6. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company , not later than 5.00 p.m. on Tuesday, December 19, 2023. Also, a scanned copy of the proof of authorisation, should be uploaded in PDF format in the NSDL e-Voting system for the scrutinizer to verify the same.
7. All the material documents referred to in the explanatory statement will be available for inspection on the website of the Company until the last date for receipt of votes through the e-voting process.
8. 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. on Tuesday, December 19, 2023.

## 9. INSTRUCTIONS FOR REMOTE E-VOTING

*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.

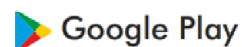
Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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.</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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 then user ID is 101456001***

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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” 127154 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.

### **General Guidelines for shareholders**

1. 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 [asit.labh1@gmail.com](mailto:asit.labh1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [sec@zenithexportsltd.net](mailto:sec@zenithexportsltd.net)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sec@zenithexportsltd.net](mailto:sec@zenithexportsltd.net). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.  
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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Registered & Head Office:**  
19, R. N. Mukherjee Road  
First Floor, Kolkata- 700 001  
Dated: 10<sup>th</sup> November, 2023

By Order of the Board of Directors  
For **ZENITH EXPORTS LIMITED**  
Sd/-

**Jeetender Kumar Ram**  
*Company Secretary*  
ACS: 42263

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

Pursuant to the provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 6 of the accompanying Notice.

**Item Nos. 1 and 2**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 10<sup>th</sup> November, 2023 re- appointed of Mr. Rabindra Kumar Sarawgee (DIN:

00559970) and Mr. Surendra Bafna (DIN: 00127681) as (Non-Executive Independent) Directors, not liable to retire by rotation, for a second term of five consecutive years subject to approval of the Members.

Further, the Board of Directors also in its meeting held on 10<sup>th</sup> November, 2023 re-appointed Mr. Rabindra Kumar Sarawgee (DIN: 00559970) and Mr. Surendra Bafna (DIN: 00127681), as (Non-Executive Independent) Directors, not liable to retire by rotation, for a second term of five consecutive years subject to approval of the Members.

The Company has received declarations from (Non-Executive Independent) Directors whose appointments are subject to approval of the Members at the Postal Ballot, to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, each of these Directors fulfills the conditions specified in the Companies Act, Rules and Listing Regulations for appointment as Independent Directors and is independent of the management of the Company.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Rabindra Kumar Sarawgee**  
**(DIN: 00559970)**

Mr. Rabindra Kumar Sarawgee, aged about 50 years, is a qualified Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He holds a Bachelor’s degree in Commerce. Mr. Sarawgee has rich experience over 25 years in the field of Taxation, Auditing, and Company Law Matters. He is handling various Income Tax Scrutiny of Corporates as well as CIT Appeal etc. and actively involved in Auditing of Corporates, Firms and Non-Banking Financial Companies. He is Senior Partner with M/s. “Jain Sarawgee & Co.”, Chartered Accountants, Kolkata since January’ 1995.

**Mr. Surendra Bafna**  
**(DIN: 00127681)**

Mr. Surendra Bafna, aged about 74 years, is a qualified Cost Accountant. He is having overall experience of 40 years in the field of Finance, Accounts, Taxation and Company Law matters. Mr. Bafna worked with Khaitan (India) Ltd. 1979 to 1993 as Finance Director and then transferred to Sugar Division as Executive Director from 1993 to 2016. Currently he is associated with Friends of Tribal Society (FTS), a Non-Government Organization.

The Board recommends the Resolutions at Item Nos. 1 to 2 of this Notice for approval of the Members.

Mr. Rabindra Kumar Sarawgee, Mr. Surendra Bafna, and the respective relatives of these Directors are concerned or interested, in the Resolutions relating to their own appointments.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 1 and 2 of this Notice.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed to this Notice.