

# PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN : L24131WB1948PLC095302

REGD. OFFICE : BIRLA BUILDING, 9/1, R. N. MUKHERJEE ROAD, KOLKATA-700001

Email : pilaniinvestment1@gmail.com, TELEPHONE : 033 4082 3700 / 2220 0600, Website : www.pilaniinvestment.com

19<sup>th</sup> November, 2020

The Manager,  
Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza", Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

Manager (Listing)  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400 001

**Sub: Postal Ballot Notice of Pilani Investment and Industries Corporation Limited**

**Ref: 1. Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**("Listing Regulations")**

**2. Our intimation dated 10<sup>th</sup> November, 2020**

**3. Scrip Code: NSE: PILANIINVS :: BSE: 539883:: ISIN: INE417C01014**

Dear Sir,

Pursuant to the above referred, please find enclosed herewith the copy of Postal Ballot Notice dated 10<sup>th</sup> November, 2020.

The aforesaid Notice is being sent to those members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, 13<sup>th</sup> November, 2020, on their registered email address, seeking approval for;

- 1) Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company.
- 2) Issue of Bonus Shares

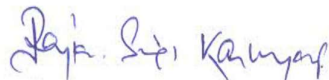
The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to all its Members. The e-voting period commences on Saturday, 21<sup>st</sup> November, 2020 at 9.00 A.M. and ends on Sunday, 20<sup>th</sup> December, 2020 at 5.00 P.M. The said Postal Ballot Notice is also made available on the website of the Company i.e. www.pilaniinvestment.com.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully,

For **Pilani Investment and Industries Corporation Limited**



**Company Secretary**

Encl: As above

**Cc:**

National Securities Depository Ltd. Trade World, A Wing, 4 <sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013	Central Depository Services (India) Ltd. Marathon Futurex, A Wing, 25 <sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai- 400013	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No- 7A and 7B Kolkata- 700017
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# PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN: L24131WB1948PLC095302

Regd. Office: Birla Building, 9/1, R.N. Mukherjee Road, Kolkata – 700001

Phone: 033 4082 3700/ 2220 0600

Website: www.pilaniinvestment.com

Email- pilaniinvestment1@gmail.com

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## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force and subject to such other applicable laws and regulations as may be applicable from time to time, for seeking approval of the Members of Pilani Investment and Industries Corporation Limited (“the Company”) for the resolutions proposed to be passed by the Members through Postal Ballot only through voting by electronic means (“e-voting”) as set out hereunder.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the “MCA”) has issued General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 (Collectively referred to as “MCA Circulars”). In terms of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail address are registered with the Company or the Depository Participant(s) and the communication of assent / dissent on the resolutions will take place through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, in terms of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to seek the consent of the members by way of Postal Ballot for the matters stated in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 and 110 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution are also annexed.

You are requested to peruse the proposed resolutions along with Explanatory Statement annexed and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### RESOLUTIONS PROPOSED:

#### 1. Increase in the Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share

Capital of the Company from ₹ 9,00,00,000/- (Rupees Nine Crores) only divided into 90,00,000 (Ninety Lakhs) equity shares of ₹ 10/- (Rupees Ten) only each to ₹ 25,00,00,000/- (Rupees Twenty Five Crores) only by creation of additional 1,60,00,000 ( One Crore Sixty Lakhs) equity shares of ₹ 10/- (Rupees Ten) only each and consequently alter/substitute, the existing Clause V of the Memorandum of Association of the Company by the following as new Clause V:

‘V. The Authorised Share Capital of the Company is ₹ 25,00,00,000 (Rupees Twenty Five Crores) only divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) only each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.’

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company.”

## 2. Issue of Bonus Shares

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and other Regulatory Authorities, if any, from time to time, and in accordance with the provisions contained in the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and subject to such other approvals, consents, permissions as may be necessary, consent of the members be and is hereby granted to capitalize the sum of ₹ 3,16,35,000/- (Rupees Three Crores Sixteen Lakhs Thirty Five Thousand) only out of the General Reserve, Retained Earnings and/or any other permitted reserves/ surplus of the Company for the purpose of issuance of bonus shares to the shareholders of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depositories as on the record date to be determined by the Board in proportion of 2:5 i.e 2 (Two) equity shares of nominal value of ₹10/- (Rupees Ten) only each for every 5 (Five) equity share of nominal value of ₹10/- (Rupees Ten) only each.”

**“RESOLVED FURTHER THAT** all such new Equity shares as and when issued shall be issued subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu and carry same rights with the existing equity shares of the Company in all respect, including payment of dividend, if any.”

**“RESOLVED FURTHER THAT** the allotment of new Equity shares to the extent that they relate to Non-Resident members, Foreign Institutional Investors and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.”

**“RESOLVED FURTHER THAT** in case of members who hold shares in dematerialization form, the equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of the members who hold equity shares in physical form, the share certificate(s) in respect of the equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.”

**“RESOLVED FURTHER THAT**, in making the allotment of the Bonus Shares, the Directors shall not issue fractional share certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the members in proportion of their respective fractional entitlements.”

**“RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company are listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.”

**“RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board in its discretion thinks fit and proper.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s), Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company to give effect to the foregoing resolutions, with the power to such committee/ sub-committee of the Board to further delegate all or any of its powers/ duties to any of its members.”

**Registered Office:**

Birla Building  
9/1, R. N. Mukherjee Road  
Kolkata – 700001  
10<sup>th</sup> November, 2020

By Order of the Board  
**R. S. Kashyap**  
Company Secretary  
FCS- 8588

## NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services(India) Limited (‘CDSL’) as on **Friday, 13<sup>th</sup> November, 2020 (the ‘cut-off date’)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Niche Technologies Private Limited (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.pilaniinvestment.com](http://www.pilaniinvestment.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them **on the cut-off date on Friday, 13<sup>th</sup> November, 2020**. Only those Members holding shares either in physical form or dematerialized form as on the Cut- off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the RTA by sending an e-mail at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or to the Company at [pilaniinvestment1@gmail.com](mailto:pilaniinvestment1@gmail.com).
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, 20<sup>th</sup> December, 2020. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [pilaniinvestment1@gmail.com](mailto:pilaniinvestment1@gmail.com).
9. The Board has appointed Shri K. C. Dhanuka, Practicing Company Secretary (FCS-2204 CP-1247), Proprietor of M/s K. C. Dhanuka and Co., Company Secretaries, as the Scrutinizer to conduct the Postal Ballot - remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced on Monday, 21<sup>st</sup> December, 2020. The results along with the Scrutinizer’s Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules framed thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June, 2020 and 28<sup>th</sup> September, 2020, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members.

### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, 21<sup>st</sup> November, 2020 at 9.00 A.M. and ends on 20<sup>th</sup> December, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13<sup>th</sup> November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" module.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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"><li>• Shareholders 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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 (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Pilani Investment and Industries Corporation Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
  - 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; [dhanuka419@yahoo.co.in](mailto:dhanuka419@yahoo.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
  - In case, if you have any queries or issues regarding the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

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

On account of threat posed by COVID-19 pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and physical copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address can procure the user id and password for remote e-voting by following the procedure given below:

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 [pilaniinvestment1@gmail.com](mailto:pilaniinvestment1@gmail.com).
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 [pilaniinvestment1@gmail.com](mailto:pilaniinvestment1@gmail.com) with copy marked to the Registrar and Share Transfer Agents M/s Niche Technologies Private Limited at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
3. Alternatively member may send an e-mail request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

**ITEM NOS 1 AND 2**

Your Company has completed its glorious 70 years of its existence and in order to commemorate this auspicious achievement and considering the financial position of the Company, the Board of Directors of your Company at its meeting held on 10<sup>th</sup> November, 2020 and subject to the consent of the members of the Company approved and recommended issue of Bonus Equity Shares of ₹10/- (Rupees Ten) only each credited fully paid up to eligible members of the Company in the proportion of 2:5 i.e. 2 (Two) new fully paid-up equity shares of ₹10/- (Rupees Ten) only each for every 5 (Five) existing fully paid-up equity share of ₹10/- (Rupees Ten) only each by capitalising a sum of ₹ 3,16,35,000/- (Rupees Three Crores Sixteen Lakhs Thirty Five Thousand) only out of the General Reserve, Retained Earnings and/or any other permitted reserves/ surplus of the Company. The issue of Bonus Shares is authorised by the Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities.

Presently, the Authorised Share Capital of the Company is ₹ 9,00,00,000/- (Rupees Nine Crores) only consisting of 90,00,000 (Ninety Lakhs) equity shares of ₹ 10/- (Rupees Ten) only each.

In order to facilitate issue of bonus shares and for future requirements, if any, it is proposed to increase the Authorised Share Capital to ₹ 25,00,00,000/- (Rupees Twenty Five Crores) only by creation of additional 1,60,00,000 (One Crore Sixty Lakhs) equity shares of ₹ 10/- (Rupees Ten) only each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of reserves and surplus as aforesaid for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013.

Accordingly, Resolution Nos. 1 and 2 of this Notice seek Members' approval for increase in authorized share capital and consequential amendments to Memorandum of Association of the Company and capitalization of the amount standing to the credit of reserves and surplus as aforesaid of the Company for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

The Board commends the Resolution Nos. 1 and 2 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolutions Nos. 1 and 2 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

**Registered Office:**

Birla Building  
9/1, R. N. Mukherjee Road,  
Kolkata – 700001  
10<sup>th</sup> November, 2020

By Order of the Board  
**R. S. Kashyap**  
Company Secretary  
FCS- 8588