

NOTICE to the Members

NOTICE is hereby given that the Annual General Meeting of the Members of **THE RAMESHWARA JUTE MILLS LIMITED** will be held on Wednesday, the 30th September, 2020 at 3:00 P.M. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

General Business :

1. To consider and adopt the Audited Financial Statement consisting of the Balance Sheet as at 31st March, 2020, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the financial year ended 31st March, 2020.

Special Business :

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

2. **“RESOLVED THAT** pursuant to the provisions of Section 152(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Rajendra Prasad Pansari (DIN: 00869222), an existing Additional Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.
3. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Krishan Kumar Chandak (DIN: 02529540), an existing Additional Independent Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years with effect from the end of the this Annual General Meeting till end of the 5th Annual General Meeting of his appointed General Meeting and shall not be liable to retire by rotation.”
4. **“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Sneha Kajaria (DIN: 08311236), an existing Additional Independent Woman Director, who is holding office up to this Annual General Meeting be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term up to five consecutive years with effect from the end of the this Annual General Meeting till end of the 5th Annual General Meeting of her appointed General Meeting and shall not be liable to retire by rotation.”
5. **“RESOLVED THAT** pursuant to the provisions of Section 152(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Tarun Kumar Kabra (DIN: 01260374), an existing Additional Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company, liable to retire by rotation”.

Registered Office :
“Birla Building”, 8th Floor,
9/1, R. N. Mukherjee Road,
Kolkata – 700001
Dated : 28th day of August, 2020

By Order of the Board

Priyanka Arora
Company Secretary

Notes:

1. In view of the situation arising due to COVID-19 pandemic across the country and restrictions on the movements apart from social distancing, restrictions of gatherings, travel restrictions and other preventive advisories being issued by the Government from time to time. Ministry of Corporate Affairs (**MCA**) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively refer to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the company to hold their Annual General Meeting through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") for the calendar year 2020. As such the forthcoming Annual General Meeting (AGM) will be held through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"). Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the AGM of the Company is being conducted through Video Conferencing ("**VC**") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to have been conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of Remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using Remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM held through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members. Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are entitled to attend the AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there to and cast their votes through e-Voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of AGM along with Annual Report for the Financial Year 2019-20 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at www.rameshwarajute.com. The Notice as well as the Annual Report for the Financial Year 2019-20 can also be accessed from the website of the Calcutta Stock Exchange Limited. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com.
8. Members are requested to send in their queries at least 10 days in advance to the Company at the Registered Office of the Company to facilitate clarifications during the AGM.
9. Since no dividend is proposed to be declared by the Shareholders the register of Members and Share transfer books of the Company will not close.

10. Members whose e-mail addresses and bank details are not registered are requested to register the same in the following manner:

- i. Members having shares in physical mode can register their e-mail Ids and bank details by sending requisite details of their holding and copy of self certified PAN, Aadhaar Card and a Cancelled cheque leaf bearing the name of the shareholder on the face of the cheque at sharedepartment@rjm.co.in
- ii. Members having shares in electronic mode are requested to register/update their e-mail Ids and bank details with their respective Depository Participants.

11. **Voting Through Electronic Means :**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system (“**remote e-Voting**”) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

12. The process and manner for remote e-Voting are as under:

- (i) The remote e-Voting period commences on **Friday, the 25th September, 2020 at 09.00 AM and ends on Tuesday, the 29th September, 2020 at 05.00 PM**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility **cut-off date of Wednesday, 23rd September, 2020**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The Shareholders should log on to the e-Voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” module.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialized 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.
- (vii) If you are a first time user follow the steps given below :

For Members holding a shares in Demat Form and Physical Form	
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
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • if both the details are not recorded with the Depository or Company, please enter the Member ID/ Folio Number in the Dividend Bank details filed as mentioned in instruction(iv).

- (viii) After entering the details appropriately click on “SUBMIT” tab.

- (ix) 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 also to be used by the demat holders for voting on 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 the relevant Company Name i.e. **THE RAMESHWARA JUTE MILLS 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 you assent to the Resolution and Option "NO" implies 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, which you have decided to vote on; then 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 any further.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click hereto print" option on the Voting Page.
 - (xvii) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password and 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 e-Voting on your mobile.
13. Procedure for those Shareholders whose e-mail 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to Company.
 - ii. For Demat Shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company's e-mail id.
 - iii. The company shall co-ordinate with CDSL and provide the login credentials to the above mentioned Shareholders.
14. Instructions for Shareholders Attending the AGM through VC/OAVM are as under:
- i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the Remote e-Voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
 - ii. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 - iii. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at the Company email id. **Due to limitations of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence Shareholders are encouraged to send their questions etc. 10 days in advance** prior to meeting mentioning their name, demat account number/folio number, **e-mail id, mobile number at (sharedepartment@rjm.co.in)**. These queries will be replied to by the Company suitably by e-mail, if any remained unreplied at the AGM.
 - vi. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
15. Instructions for Shareholders for e-Voting during the AGM are as under:
- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
 - ii. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - iii. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.
 - iv. Shareholders who have voted through Remote e-Voting will be eligible only to attend the AGM. However, they will not be eligible to vote at the AGM.
16. Other Common Instructions :
- i. Note for Institutional Shareholders & Custodians :
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 have been 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: sharedepartment@rjm.co.in](mailto:sharedepartment@rjm.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.

- ii. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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 e-mail to helpdesk.evoting@cdslindia.com or call 1800225533.

- iii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the voting eligibility **cut-off date of Wednesday, 23rd September, 2020**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the Shareholders whose name is recorded as on **Tuesday, 1st September, 2020**, in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.
- v. The Shareholders shall have one vote per equity share held by them as on the voting eligibility cut-off date of **Wednesday, 23rd September, 2020**. The facility of e-Voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- vi. Since the Company is required to provide members the facility to cast their vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility cut-off date of **Wednesday, 23rd September, 2020** for this purpose and not casting their vote electronically, may only cast their vote at the Annual General Meeting through the e-Voting facility provided specifically for the AGM as per procedure outlined in this notice.
- vii. Investors who become members of the Company subsequent to the dispatch of the Notice/ e-mail and holds the shares as on the voting eligibility cut-off date i.e. **Wednesday, 23rd September, 2020** are requested to send the written/ e-mail communication to the Company at sharedepartment@rjm.co.in, by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-Voting. The Management will do their best to accommodate and execute such requests so that the Shareholders can participate in the e-Voting which commences on **Friday, 25th September, 2020 and ends on Tuesday, 29th September, 2020**.
- viii. Shri Kamal Kumar Sharma, (ICSI CP Registration No. 4057), a Practicing Company Secretary (**e-mail : kamalfcs@rediffmail.com**) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and voting/polling at the AGM in a fair and transparent manner. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting within maximum two days of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 and regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after also taking into account the e-votes cast on the resolutions by the members who participate in the AGM through VC and/or OAVM mode .
- ix. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.rameshwarajute.com. The result will also be communicated to the Calcutta Stock Exchange Ltd. within 48 hours of the conclusion of the AGM or such time as may be permitted under the law.

On receipt of the requisite number of votes, the Resolutions specified in the notice shall be deemed to have been passed on the date of the Annual General Meeting.

Registered Office :
“Birla Building”, 8th Floor,
9/1, R. N. Mukherjee Road,
Kolkata – 700001
Dated : 28th day of August, 2020

By Order of the Board

Priyanka Arora
Company Secretary

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

The Board at its Meeting held on 13.11.2019 had appointed Shri Rajendra Prasad Pansari (DIN: 00869222) as an Additional Director on recommendation of "Nomination and Remuneration Committee" and pursuant to Section 150 of the Companies Act, 2013 he holds the office as Director upto the conclusion of the ensuing Annual General Meeting.

Shri Rajendra Prasad Pansari (73), a veteran Chartered Accountant, has over four decades of experience in working at various senior positions handling financial, legal, secretarial, taxation and capital market related matters. He is presently the Chief Executive Officer of Pilani Investment & Industries Corporation Ltd. and a Member of its ALM Committee, Investment & Finance Committee & Risk Management Committee and also a Director in PIC Realcon Ltd. Shri Pansari doesn't hold any share in the Company.

The Board recommends the appointment of Shri Pansari as Director of the Company.

Shri Pansari should be deemed concerned or interested in the particular Resolution seeking appointment as Director. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel or Promoters have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolution also do not relate to or affect any other Company.

Item No. 3

Shri Krishan Kumar Chandak, was appointed as an Additional Director of the Company by the Board on the recommendation of the "Nomination and Remuneration Committee" at the Board Meeting held on 13.02.2020 and he holds the office as Director till the ensuing Annual General Meeting of the Company.

Based on recommendation of Nomination and Remuneration Committee, in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations"), Shri K. K. Chandak was also proposed to be appointed by the Board as Independent Director by the Shareholders for five consecutive years effective from the end of this AGM till the end of 5th AGM hereinafter.

Shri Krishan Kumar Chandak (44), a Chartered Accountant, has over 27 years of experience at various senior positions handling financial, secretarial, taxation and NBFCs matters. He is presently the Executive Officer of Central India Industries Limited and also Directors in various group of companies of C. K. Birla Group. He is also on the Board of Pilani Properties Ltd, Jute Investment Co. Ltd., Universal Trading Co. Ltd. Shri Chandak doesn't hold any share in the Company.

The Company has received requisite declarations from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR and is also registered with the Institute of Corporate Affairs in terms of the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 150 of the Act. He is also given consent to act as Independent Director of the Company, if so appointed by the Members.

The Board recommends the appointment of Shri Chandak as Independent Director of the Company.

Shri Krishan Kumar Chandak should be deemed concerned or interested in the particular Resolution seeking appointment as Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel or Promoters have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolution also do not relate to or affect any other Company.

Item No. 4

Ms. Sneha Kajaria, was appointed as Additional Independent Director of the Company by the Board on the recommendation of the "Nomination and Remuneration Committee" at the Board Meeting held on 30.07.2020 and she holds the office as Director till the ensuing Annual General Meeting of the Company.

Based on recommendation of Nomination and Remuneration Committee in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the LODR Regulations”), Ms. Sneha Kajaria was also proposed to be appointed by the Board as Independent Woman Director by the Shareholders for five consecutive years effective from the end of this AGM till the end of 5th AGM hereinafter.

Ms. Sneha Kajaria is a qualified Company Secretary and pursuing Bachelor of Laws from Sarsuna Law College, Kolkata. She has a working experience of over 6 years in the field of Secretarial, Compliances and Law. She is the Company Secretary at Manjushree Plantations Limited. She is an Independent Director at Cygnet Industries Limited and hold Directorship in Manav Investment and Trading Company Limited and Panchmukhi Investment & Trading Co. Ltd. Ms. Kajaria doesn't hold any share in the Company.

The Company has received requisite declarations from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR and is also registered with the Institute of Corporate Affairs in terms of the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 150 of the Act. She is also given consent to act as Independent Woman Director of the Company, if so appointed by the Members.

The Board recommends the appointment of Ms. Kajaria as Independent Woman Director of the Company.

Ms. Sneha Kajaria should be deemed concerned or interested in the particular Resolution seeking appointment as Director. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel or Promoters have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolutions also do not relate to or affect any other Company.

Item No. 5

The Board at its Meeting held on 28.08.2020 had appointed Shri Tarun Kumar Kabra (DIN:01260374) as an Additional Director on the recommendation of “Nomination and Remuneration Committee” and pursuant to Section 150 of the Companies Act, 2013 he holds the office as Director upto the conclusion of the ensuing Annual General Meeting.

Shri Tarun Kumar Kabra (55), is a Fellow Member of Institute of Company Secretaries of India. Mr. Kabra is working as Company Secretary of National Engineering Industries Limited since 2016. Prior to this, he has worked with companies like Hindustan Motors Ltd., Bengal Tea and Fabrics Limited, Tega Industries Limited, Derby Udyog Limited and India Jute & Industries Limited. He specialises in Company Law matters and also advises on other Corporate Laws. He has more than 35 years of experience in the areas of Corporate Law, Finance and Taxation. He is past Member of Taxation and Company Affairs Standing Committee of Bharat Chamber of Commerce. Shri Kabra doesn't hold any share in the Company.

The Board recommends the appointment of Shri Kabra as Director of the Company.

Shri Kabra should be deemed concerned or interested in the particular Resolution seeking appointment as Director. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel or Promoters have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolution also do not relate to or affect any other Company.

None of the Directors are related to each other, further they do not hold any shares in the Company.

Registered Office :
“Birla Building”, 8th Floor,
9/1, R. N. Mukherjee Road,
Kolkata – 700001
Dated : 28th day of August, 2020

By Order of the Board

Priyanka Arora
Company Secretary