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1st Floor , Kolkata - 700 001 , W. B. , India.
Tel : 9 1 - 33 - 22628062 / 9 1 - 33 - 22628063
Email : kolkata@ceeta.com,Web:www.ceeta.com
CIN : L 1 5 1 0 0 K A 1 9 8 4 P L C 0 2 1 4 9 4

Ref.: CIL/ KOL/050

Date: 18.08.2023

To,
BSE Ltd
Phiroze Jeejeebhoy
Towers,
Dalal Street,
Mumbai - 400 001

Dear Sirs,

Sub: Notice of the 39th Annual General Meeting

This is to inform you that the 39th Annual General Meeting ("AGM") of the Members of Ceeta Industries Limited ("the Company") to be held on Monday, 11th September, 2023 at 1:00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") .

Notice convening the 39th AGM alongwith Annual Report of the Company for the financial year 2022-23, has being sent to the members through electronic mode is attached.

The Notice is also placed on Company's Website www.ceeta.com and can be accessed through following link <https://ceeta.com/wp-content/uploads/2023/08/CIL-Notice-of-39th-AGM.pdf>

This is for your information and records.

Thanking you,

Yours Faithfully
For Ceeta Industries Ltd

Smally Agarwal
Company Secretary & Compliance Officer

Enclosed : As stated

CEETA INDUSTRIES LIMITED

(CIN- L15100KA1984PLC021494)

ANNUAL GENERAL MEETING NOTICE

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104, **Phone:** 91-816-2970239
Email: kolkata@ceeta.com; **Website:** www.ceeta.com; **Phone:** 91-33-2262 8062/ 8063, Fax: 91-33-2262 8046

Notice is hereby given that the **39th Annual General Meeting** of the members of CEETA INDUSTRIES LIMITED will be held on Monday, September 11, 2023 at 1.00 P.M. (I.S.T.) through Video Conference/Other Audio Visual Means (OAVM) to transact the following business: -

ORDINARY BUSINESS

- 1) To consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2023 and the Reports of the Board of Directors and Statutory Auditors thereon.
- 2) To appoint a Director in place of Mr Gautam Modi (DIN 06482645), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s. G.K. Tulsyan and Company (ICAI Firm Registration No 323246E), Chartered Accountants, Kolkata, as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive financial years, from the conclusion of the 39th Annual General Meeting of the Company until the conclusion of the 44th Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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 139 ,141, 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. G.K. Tulsyan and Company (ICAI Firm Registration No 323246E), Chartered Accountants, being eligible and willing to act as Auditors and having furnished certificate pursuant to Section 139 of the Companies Act, 2013, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5(five) consecutive years from the conclusion of this 39th Annual General Meeting until the conclusion of 44th Annual General Meeting of the Company, at a fee of Rupees 50,000/- from the conclusion of this 39th Annual General Meeting till the conclusion of 44th Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter, enhance, or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.”

“FURTHER RESOLVED THAT the Board be and is hereby also authorized to do all such acts, deeds, matters and things as may be necessary, expedient, or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

SPECIAL BUSINESS:

- 4) To re-appoint Mr Bal Krishna Bhalotia (DIN: 00049850), Independent Non-Executive Director, aged more than 75 years.

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

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“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with applicable Schedule to the Companies Act, 2013 and other laws as may be applicable, Mr Bal Krishna Bhalotia (DIN: 00049850), Independent Non-executive Director of the company, aged more than 75 years, be and is hereby re-appointed as a Independent Non-executive Director of the Company for a second term of 5(five) years from August 14, 2024 upto August 13, 2029, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby individually authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.”

Date: July 20, 2023

Place: Kolkata

By Order of the Board

Sd/-

Smally Agarwal

Company Secretary

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 3 and 4 of the accompanying Notice, is annexed hereto.

The Explanatory Statement also contains the relevant details of the appointment of Statutory Auditors as required by Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in Item Number 3.

The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking appointment/ re-appointment at this AGM, is also annexed. Requisite declarations have been received from Directors seeking appointment/ re-appointment.

- 2) The Ministry of Corporate Affairs, Government of India (“MCA”) vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively (“MCA Circulars”) has allowed conducting of Annual General Meeting (“AGM”) by Companies through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility upto September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 39th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.
- 3) The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104 which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice and Members can attend and participate in the ensuing AGM through VC/OAVM.
- 4) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the

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members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- 5) 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 Nos. 14/2020, 17/2020 and 20/2020, 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's 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.
- 6) In terms of the MCA Circulars and relevant circulars issued by SEBI, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. The Notice of AGM and Annual Report 2022-23 are available on the Company's website viz www.ceeta.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. 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.
- 7) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners as at closing hours of business, on July 28, 2023. Notice of AGM along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).
- 8) Investors who became members of the Company subsequent to the email of the notice and holds the shares as on the cut-off date i.e. September 4, 2023 are requested to send the written / email communication to the Company at kolkata@ceeta.com or nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 9) Members are requested to notify immediately change of address, if any, to the registrar and transfer agent of the company and provide their e-mail ID.
- 10) The Register of Members and Share Transfer Books of the Company shall remain closed from September 5, 2023 to September 11, 2023 (both days inclusive).
- 11) The Members can join the AGM in the 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 12) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at droliapravin@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before September 10, 2023 upto 5 p.m. without which the vote shall not be treated as valid.
- 13) 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.

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- 14) Sri Pravin Kumar Drolia (Prop. Of M/s. DROLIA & COMPANY), Kolkata, Practicing Company Secretaries (C.P. No. 1362) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by the Chairperson, who shall countersign the same and declare the result of the voting forthwith.
- 15) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ceeta.com and website of CDSL and same will be communicated to the stock exchanges where the company shares are listed viz. BSE Ltd.
- 16) SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialized form or to Company's Registrar and Share transfer agent (RTA) , Niche Technologies Pvt Ltd through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at www.ceeta.com and on the website of Company's RTA at nichetechpl@nichetechpl.com in case of holdings in physical form.
- 17) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize their holdings.
- 18) Members may note that SEBI vide its Circular no. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing certain prescribed service requests. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be, the formats of which are available on the Company's website at www.ceeta.com and on the website of Company's RTA at nichetechpl@nichetechpl.com. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
- 19) In accordance with the provisions of Section 72 of the Companies Act, 2013 and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at www.ceeta.com and on the website of Company's RTA at nichetechpl@nichetechpl.com. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/RTA, in case the shares are held by them in physical form.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 8, 2023 at 10.00 A.M. and ends on September 10, 2023 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 September 4, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

STEP 1

ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

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

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

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	<p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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.

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

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

STEP 2

ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR 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. 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.

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- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the <Ceeta Industries Limited> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload Board Resolution and Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 droliapravin@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.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/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.
- 7) 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kolkata@ceeta.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kolkata@ceeta.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) 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 cut-off date 4th September, 2023. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 10) The shareholders shall have one vote per equity share held by them as on the cut-off date 4th September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 11) 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.
- 12) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) **For Demat shareholders** -Please update your email id & mobile no. with your respective Depository Participant (DP)

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- 3) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Date: July 20, 2023

Place: Kolkata

By Order of the Board

Sd/-

Smally Agarwal
Company Secretary

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

ITEM NO: 3

The Members of the Company at the 34th Annual General Meeting held on September 24, 2018, approved the appointment of M/s. Ruwatia & Associates, Chartered Accountants (ICAI Firm Registration Number 324276E), as the Statutory Auditors of the Company to hold office from the conclusion of the said 34th AGM until the conclusion of 39th AGM (“this AGM”). Since the tenure of one term of 5 years of M/s. Ruwatia & Associates, Chartered Accountants (ICAI Firm Registration Number 324276E) the present Statutory Auditors of the Company expires at this AGM of the Company and they have expressed their unwillingness for re-appointment, the Company is required to appoint a new Statutory Auditor.

The Board of Directors of the Company (the “Board”) at its meeting held on July 20, 2023, based on the recommendation of the Audit Committee, further recommends for the appointment of G.K. Tulsyan and Company, (ICAI Firm Registration No 323246E), Chartered Accountant, Kolkata as the Statutory Auditors of the Company for a term of 5(five) years from conclusion of 39th AGM (“this AGM”) till the conclusion of 44th AGM to be held in the year 2028, in terms of Section 139 of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (as amended) from time to time , to the members of the Company for their approval.

G.K. Tulsyan and Company, (ICAI Firm Registration No 323246E), Chartered Accountant, Kolkata, have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder. G.K. Tulsyan and Company, (ICAI Firm Registration No 323246E), Chartered Accountant, Kolkata holds a valid certificate issued by the Peer Review Board of ICAI.

G.K. Tulsyan and Company, (ICAI Firm Registration No 323246E), Chartered Accountant, Kolkata, the firm has experience of more than 30 years in providing services related to accounting, auditing, income tax, financial services, company law matters, etc.

Further, the Board, on recommendation of the Audit Committee, at its meeting held on July 20, 2023, had considered, and approved the remuneration of Rs 50,000/- from the conclusion of 39th AGM (“this AGM”) till the conclusion of 40th AGM plus taxes as applicable, as also reimbursement of actual travel and out of

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pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Director in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Accordingly, consent of the members is sought, pursuant to provisions of Section 139,141 and 142 of the Companies Act, 2013, for passing an Ordinary Resolution as set out at Ordinary Business under Item No. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Business does not relate to or affects any other company (financially or otherwise).

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- A. **Proposed fees payable to the Statutory Auditor(s):** Rs 50,000/- from the conclusion of 39th AGM (“this AGM”) till the conclusion of 40th AGM plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.
- B. **Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 39th AGM (“this AGM”) till the conclusion of 44th AGM to be held in the year 2028, to carry out Audit of the Standalone Financial Statements, Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, etc., of the Company.
- C. **In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to M/s. G.K. Tulsyan and Company (ICAI Firm Registration No 323246E) from that of M/s. Ruwatia & Associates, Chartered Accountants (ICAI Firm Registration Number 324276E). The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.
- D. **Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on July 20, 2023, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found G.K. Tulsyan and Company (ICAI Firm Registration No 323246E) suitable for this appointment and accordingly, recommend the same. Further, the audit firm was also previously associated with the company as statutory auditor of the Company and their last term concluded in the 33rd AGM held in the year 2017 of the Company. Pursuant to the provisions of Sec 139 of the Act and other applicable provisions read with rules, the audit firm been completed the cooling period of 5(five) years from the date of completion of their last term and being eligible the audit firm can be appointed again, subject to the approval of members at this AGM.

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- E. **Credentials of the Statutory Auditor proposed to be appointed:** M/s. G.K. Tulsyan and Company, Chartered Accountant has experience of more than 30 years and provide services related to accounting, auditing, income tax, financial services, company law matters, etc. M/s. G.K. Tulsyan and Company holds a valid certificate issued by the Peer Review Board of ICAI.

ITEM NO: 4

The Members of the Company at the 35th Annual General Meeting held on September 30, 2019, approved the appointment of Mr Bal Krishna Bhalotia (DIN: 00049850) as an Independent Non-Executive Director of the Company for a period of 5 (five) consecutive years commencing from August 14, 2019 to August 13, 2024. During the course of his tenure he attained the age of 75 years and his continuation was approved by the shareholders at 35th Annual General Meeting of the Company held on September 30, 2019. He is due for retirement from the first term as an independent director on August 13, 2024 and have expressed his willingness for re-appointment for a second term of five years.

The Nomination and Remuneration Committee (NRC) at its meeting held on July 20, 2023, after taking into account the performance evaluation of Mr Bal Krishna Bhalotia during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board for his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, tax, accounting & regulatory advisory, and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr Bal Krishna Bhalotia possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr Bal Krishna Bhalotia as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective August 14, 2024, to August 13, 2029 (both days inclusive).

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Mr. Bal Krishna Bhalotia (DIN: 00049850) has given his consent to act as Director and declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Bal Krishna Bhalotia for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mr. Bal Krishna Bhalotia, including

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Board considers that the continued association of Mr. Bal Krishna Bhalotia, would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Bal Krishna Bhalotia (DIN: 00049850), as an independent director of the Company, for a second term of 5 (five) years effective August 14, 2024, to August 13, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

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A brief profile of Mr Bal Krishna Bhalotia (DIN: 00049850), is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter for the reappointment of Mr Bal Krishna Bhalotia as an Independent Director setting out the terms and conditions shall be open for inspection by the Members, at the Registered Office of the Company, between 11:00am (IST) to 1:00pm (IST) on any working day except Sunday upto the date of meeting and also at the venue during the meeting.

The consent of the members is sought by way of a Special Resolution as set out at Special Business under Item No.4 of the Notice.

Save and except Mr. Bal Krishna Bhalotia, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

ANNEXURE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to regulation 36(3) of the Listing Regulations)

Name of the Director	Mr Gautam Modi	Mr Bal Krishna Bhalotia
DIN	06482645	00049850
Designation/Category of Director	Non-Executive Director (Non-Independent)	Non-Executive Director (Independent)
Date of Birth (Age)	24-11-1971 (51yrs)	11-10-1945 (77yrs)
Nationality	Indian	Indian
Qualifications	B.Com	B.Com
Experience and Expertise in specific functional area	He has a wide experience and expertise of more than 25years in the field of finance, administration, strategic planning, human resource and sales & marketing	He has experience of over 48 years in the areas of administration and financial planning He is expertise in the field of Financial, Taxation & Accounting.
Date of first appointment on the Board	04-12-2017	14-08-2019
Directorships held in other Companies in India	He holds directorship in one private company	He holds directorship in two unlisted companies
Chairmanship / Membership of Committees held in other Companies in India	Nil	Nil
Relationship with other Directors and KMP, if any	Not related to any directors and KMP of the company	Not related to any directors and KMP of the company
Details of Remuneration sought to be paid	No Remuneration will be paid. He will be only entitled for sitting fees.	No Remuneration will be paid. He will be only entitled for sitting fees.
No. of Shares held in the Company (% to total capital)	He holds 2,800 shares of the company in his own name (0.019 % to total capital)	He holds 200 shares of the company in his own name (0.001 % to total capital)
Terms and conditions of Appointment /Re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 149 of the Companies Act, 2013. Period of five (5) years commencing from August 14,2024 upto August 13,2029. He would not be liable to retire by

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		rotation.
Skills and capabilities required for the role and the manner in which Independent Director meets such requirements	Not applicable	As per the resolution in Item no. 4 of this Notice, read with the explanatory statement thereto.
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority