

CEETA INDUSTRIES LIMITED

(CIN- L15100KA1984PLC021494)

40th 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 **40th Annual General Meeting (AGM)** of the members of CEETA INDUSTRIES LIMITED will be held on Thursday, September 05, 2024 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, 2024 and the Reports of the Board of Directors and Statutory Auditors thereon.
- 2) To appoint a Director in place of Mrs. Uma Poddar (DIN 07140013), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To revise the Remuneration of the Statutory Auditors 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 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, and in furtherance to the resolution passed by the Members at the 39th Annual General Meeting held on September 11, 2023, with respect to appointment and remuneration payable to M/s. G.K. Tulsyan and Company (ICAI Firm Registration No 323246E), Chartered Accountants, the Statutory Auditors of the Company , approval of the members be and is hereby accorded to revise the remuneration payable to the Statutory Auditors pursuant to the recommendation of the Audit Committee and Board of Directors as per the details set out in the Explanatory Statement with the authority to the Board of Directors (including its committee) to alter and vary the terms of their remuneration towards any change in the scope of work or additional efforts incurred by them during the remaining tenure of their appointment.”

SPECIAL BUSINESS:

- 4) To approve the remuneration of Mr. Krishna Murari Poddar (DIN 00028012), Managing Director of the Company.

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

“RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the 37th Annual General Meeting held on September 08 , 2021 and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for recommendation of payment of remuneration to Mr. Krishna Murari Poddar (DIN 00028012) , Managing Director, as set out in the Explanatory Statement, for a further period of two year with effect from September 08, 2024 to September 07, 2026 , notwithstanding that such remuneration may exceed 5% (five percent) of the net profit being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013. ”

“RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof”

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“RESOLVED FURTHER THAT that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Krishna Murari Poddar (DIN 00028012), Managing Director passed at the 37th Annual General Meeting shall continue to remain in full force and effect.”

“RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any year during the tenure of Mr. Krishna Murari Poddar as Managing Director, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.”

“RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Mr. Krishna Murari Poddar within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

Date: May 30, 2024
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 No. 3 and 4 of the accompanying Notice, is annexed hereto.

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 re-appointment at this Annual General Meeting, is also annexed. Requisite declarations have been received from Directors seeking 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, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 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, 2024, 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, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 40th 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.

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- 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 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 and SEBI Circulars, Notice of the 40th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. The Notice of 40th AGM and Annual Report 2023-24 are available on the Company's website viz www.ceeta.com. The Notice of AGM and Annual Report 2023-24 can also be accessed from the websites of BSE Limited at www.bseindia.com. and 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 40th AGM will be sent to the members, whose names appear in the register of members / beneficial owners as at closing hours of business, on July 19, 2024. 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. August 29, 2024 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 relevant statutory registers will be available electronically for inspection by the members during the 40th AGM. All documents referred to in the Notice convening the 40th AGM and related Statement pursuant to Section 102 of the Companies Act, 2013 and annexures thereto (Collectively referred to as "Notice") will also be available for inspection, only in electronic mode by the members from the date of circulation of the Notice up to the date of AGM i.e. September 05, 2024. Members seeking to inspect such documents can send an e-mail to kolkata@ceeta.com.
- 11) The Register of Members and Share Transfer Books of the Company shall remain closed from August 30, 2024 to September 05, 2024 (both days inclusive).
- 12) 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),

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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.

- 13)** 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 04, 2024 upto 5 p.m. without which the vote shall not be treated as valid.
- 14)** 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.
- 15)** 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.
- 16)** 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.
- 17)** 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.
- 18)** 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.
- 19)** 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.

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- 20) 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:

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.

- (i) The voting period begins on September 02, 2024 at 10.00 A.M. and ends on September 04, 2024 at 05.00 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 August 29, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the time allotted for evoting right the conclusion of annual general meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 shareholders' /retail shareholders is at a negligible level.

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

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

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.

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Pursuant to above said SEBI Circular, 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	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

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	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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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

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

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.

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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) <ul style="list-style-type: none">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. <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 field.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <**CEETA INDUSTRIES LIMITED**> on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) 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.

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- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **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 mandatory 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.

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- 9) 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.
- 10) 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 may 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)**
- 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 Futurex, 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: May 30, 2024
Place: Kolkata

By Order of the Board
Sd/-
Smally Agarwal
Company Secretary

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

ITEM NO : 3

The Members of the Company at the 39th Annual General Meeting (39th AGM) held on September 11, 2023, approved the appointment (including remuneration) of M/S G.K. Tulsyan and Company, (ICAI Firm Registration No 323246E), Chartered Accountants as the Statutory Auditors of the Company for a term of 5(five) years from conclusion of 39th AGM till the conclusion of 44th AGM to be held in the year 2028 by passing Ordinary Resolution (Ordinary Business).

The Audit Committee and the Board of Directors at their respective meetings held on May 30, 2024, recommended an increase in remuneration of Statutory Auditors from Rs 50,000/- p.a. to Rs 60,000/- p.a. plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their audit functions. The proposed remuneration is determined by the Audit Committee based on the Company's turnover (volume of workload), statutory compliance requirements, geographical distribution, inflation and market scenario, further recommended by the Board to members for their approval.

Further the Board, in consultation with the Audit Committee, may alter and vary the terms of their remuneration towards any change in the scope of work or additional efforts incurred by them during the remaining tenure of their appointment in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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.

Save and except as aforesaid, all other terms and conditions of their appointment shall continue to remain in full force and effect until the completion of their tenure as approved by members at 39th AGM.

Save and except 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).

Pursuant to the recommendations of the Audit Committee, your Directors recommend the proposed resolution set out in Item No.3 as an Ordinary Resolution for your approval.

ITEM NO: 4

The Members of the Company at the 37th Annual General Meeting (37th AGM) held on September 08, 2021, approved the appointment of Mr Krishna Murari Poddar (DIN 00028012) as Managing Director of the Company, for a term of 5 (five) years commencing from 08th September, 2021 till 07th September, 2026 by passing Special Resolution.

The Board of Directors of the Company (the "Board") based on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their respective meetings held on May 30, 2024 have proposed to recommend the same remuneration as approved by members at 37th AGM by passing Special Resolution to be paid to Mr Poddar for the remaining period of two years of his tenure as Managing Director with effect from September 08, 2024 to September 07, 2026.

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Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, consent of members is accorded for payment of remuneration to Mr. Krishna Murari Poddar (DIN 00028012) , Managing Director for a further period of two year with effect from September 08, 2024 to September 07, 2026 as per provisions of Section II (A) of Part II of Schedule V of the Companies Act.

The details of remuneration payable to Mr. Poddar, Managing Director for the period September 08, 2024 to September 07, 2026 is as under:

1. His remuneration shall be subject to the maximum ceiling limit of Rs. 2,50,000/- per month towards the aggregate of Basic Salary, allowances and perquisites as mentioned below:
 - (I) **Salary and Allowances** – Rs. 40,000/- p.m. which may be changed at the discretion of the Board and will be subject to maximum ceiling as mentioned above.
 - (II) **Perquisites** – In addition to the salary he will be eligible for the following perquisites: -
 - A) **Housing**
Housing – I
Any expenditure, exceeding 15 % of his salary, incurred by the Company on hiring of unfurnished accommodation for him, subject to maximum 50% of his salary.

Housing – II
In case the accommodation is owned by the company, fifteen percent (15%) of his salary shall be deducted by the Company.

Housing – III
In case no accommodation is provided by the company, he shall be entitled to House Rent Allowance subject to maximum 50 % of Basic Salary.
 - B) **Medical Reimbursement** -: Expenses incurred for self and spouse subject to maximum ceiling as mentioned above.
 - C) **Leave Travel Concession** - For self and his family once in a year incurred for travel by Business Class to any destination in India or abroad subject to maximum 10% of his basic salary.
 - D) **Fee of Clubs** - Clubs' fee and charges subject to maximum of two clubs, excluding admission and life membership fees.
 - E) Actual expenses incurred on gas, electricity and water shall be paid / reimbursed by the Company.
 - F) Special allowance of Rs 10,000 per month towards availing service and assistance of domestic help, gardening, etc.
 - G) Other perquisites as per company's Rules within the maximum ceiling of remuneration.

It may be noted that apart from extension of remuneration period to be paid to Mr Poddar for remaining two years of his tenure as Managing Director with effect from September 08, 2024 to September 07, 2026, there is no other change in terms and conditions (including remuneration amount) as approved by members at 37th AGM by passing Special Resolution.

Save and except Mr. Poddar , Mrs Uma Poddar (Spouse of Mr Poddar) , Director and Mr Anubhav Poddar (Son of Mr Poddar), Chief Financial Officer , Mr Vaibhav Poddar , President (Son of Mr Poddar), none of the other Directors and Key Managerial Personnel of the Company, and their relatives are, in any way,

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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).

Pursuant to the recommendations of Nomination and Remuneration Committee and Audit Committee, your Directors recommend the Resolution set out in Item No.4 as a Special Resolution for your approval.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 – MR. PODDAR (ITEM NO.4 OF NOTICE)

1.	Nature of industry.	The company is engaged in the Business of Manufacturing of food products.			
2.	Date or expected date of commencement of Business.	Existing Company in operation since 1984			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4.	Financial performance based on given indicators.	Particulars	Total Income (Rs. in thousands)	Profit before Tax (Rs. in thousands)	Profit after Tax (Rs. in thousands)
		2023-2024	131428.09	(27447.42)	(15986.68)
		2022-2023	54304.03	(10602.10)	(12817.28)
		2021-2022	33245.79	6148.16	4798.87
5.	Foreign Investments or collaborations, if any.	None			

II. Information about the Appointees, Mr. Krishna Murari Poddar

Sl. No.	Particulars	Mr. Krishna Murari Poddar
1.	Background details.	<p>Mr. Poddar is the promoter of the Company since its incorporation. He joined the Board since incorporation and presently holds the position of Managing Director of the Company. He is aged 79 years. He is academically a commerce graduate having Industry Expertise of above 50 years and have a wealth of experience in the area of corporate strategy and business management.</p> <p>He holds directorship in Techno Electric & Engineering Company Limited (Listed Company) as an Independent Director and part of its CSR and NRC Committee and one other unlisted company.</p>
2.	Past Remuneration.	Rs 10,11,457/- p.a.
3.	Recognition of awards.	None
4.	Job profile and his suitability.	Mr. Poddar has a wealth of experience in the area of operation, finance, administration and all facets of industrial enterprise. With rare combination of excellence, conscientious administration, dynamic management skills, he has turned the company into efficient, vibrant and a very investor friendly organization.

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5.	Remuneration Proposed.	As mentioned in explanatory statement to item no. 4
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Poddar is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with managerial person, if any.	Besides remuneration proposed above, Mr. Poddar has no other pecuniary relationship with the Company except that being spouse of Mrs Uma Poddar , Non-Executive Director and father of Mr Anubhav Poddar Chief Financial Officer and Mr Vaibhav Poddar , President and he does not hold any shares in his own name in the Company but he holds 1,50,000 shares in the capacity as the Karta of Krishna Murari Poddar HUF .

III. Other Information:

1.	Reasons of loss or inadequate profits.	The Company changed its business line and entered into new line of business i.e. manufacturing of food products such as snacks production and commenced its commercial production in November, 2022 only. Therefore, the loss reported is mainly due to disproportioned expenses in the initial year of the snack products in relation to the level of output.
2.	Steps taken or proposed to be taken for improvement.	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
3.	Expected increase in productivity and profits in measurable terms.	The Company expect to have significantly improved financial and operational performances going forward including for financial year 2024-25 and thereafter. Thus, the Company is likely to have sufficient profit.

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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	Mrs Uma Poddar
DIN	07140013
Designation/Category of Director	Non-Executive Director (Non-Independent)
Date of Birth (Age)	08-09-1952 (71yrs)
Nationality	Indian
Qualifications	B.Com
Experience and Expertise in specific functional area	She has a wide experience in the field of administrative and Human Resource management.
Date of first appointment on the Board	30-03-2015
Directorships held in other Companies in India	Nil
Chairmanship / Membership of Committees held in other Companies in India	Nil
Relationship with other Directors and KMP, if any	<ul style="list-style-type: none">• Spouse of Mr Krishna Murari Poddar, Managing Director,• Mother of Mr Anubhav Poddar , CFO & Mr Vaibhav Poddar , President
Details of Remuneration sought to be paid	No Remuneration will be paid. She will be only entitled for sitting fees.
No. of Shares held in the Company (% to total capital)	She does not hold any shares of the company
Terms and conditions of Appointment /Re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Skills and capabilities required for the role and the manner in which Independent Director meets such requirements	Not applicable
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	She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority