

CEETA INDUSTRIES LIMITED

CIN : L85110KA1984PLC021494

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104

Head Office : Saraf House, 4/1 Red Cross Place, 3rd Floor, Kolkata – 700001

Email: kolkata@ceeta.com, **Website:** www.ceeta.com

Phone: 91-816-2212686, **Fax:** 91-816-2211352

POSTAL BALLOT NOTICE

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

**To
The Members**

Notice is hereby given to the Members of the Ceeta Industries Limited (“the Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, , Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (the ‘Listing Regulations’) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 ,Circular No. 33/2020 dated September 28, 2020 and Circular No.39/2020 dated December 31,2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is seeking the approval of the Members for the matters as considered in the resolution appended below, through Postal Ballot i.e., voting by electronic means (e-voting). Shareholders are requested to peruse the proposed resolutions alongwith Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto is enclosed.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

1) **Approval for Alteration in Memorandum of Association(“MOA”) in line with the requirement of Companies Act, 2013**

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time, subject to the approval of Members and Registrar of Companies, Bengaluru, Karnataka, consent of the members be and are hereby accorded to alter the Memorandum of Association (“MOA”) of the Company as follows:

- a) Substitute the sub-heading of Clause III (A) with the new sub-heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-”.
- b) Substitute the sub-heading of Clause III (B) with the new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE: —”.
- c) Delete the entire other objects Clause III (C).
- d) The existing Clause IV (Liability Clause) be substituted in line of new clause IV provided as per Companies Act, 2013
“The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- e) The subscriber clause be newly numbered as Clause VI and reordering of words mentioned in Clause V and Clause VI be re-aligned as per the Companies Act, 2013.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby individually authorised 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.”

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To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

2) **Approval for amendment in the Clause III (Object clause) of the Memorandum of Association (“MOA”) of the Company.**

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules framed thereunder, as amended from time to time, subject to the approval of Members and Registrar of Companies, Bengaluru, Karnataka, consent of the members be and are hereby accorded to the amend Clause III (A) and Clause III (B) of the Memorandum of Association (“MOA”) of the Company with the proposed new business activities as mentioned below to diversify the business activities by inserting new sub-clauses (1) , (2) (3) and deleting existing sub-clauses (i) , (ii) (iii) and (v) and re-numbering existing sub-clauses (iv) as new sub-clause (4) alongwith rationalising of Clause III (B) of the MOA in order to make it in line with the Clause III(A) of the MOA of the Company.

Clause III (A) - The objects to be pursued by the company on its incorporation are:-

- 1) To manufacture, fabricate, process, produce, grow, cultivate , make, , prepare, preserve, can, refine, bottle, import, export, buy, sell, supply, stock, franchise, merchant, distribute, transport ,concession and to act as an agent, commission agent and deal in all types of agriproducts, horticulture products, food grains, farm products, dairy products ,milk products , malted foods, cereal products, baked products, confectionery products, tea and coffee products, sugar and sweetener products , processed food and snacks products , canned fruits, protein foods, dietetic products ,maize products, fresh and dehydrated vegetables , aerated products/drinks or mineral waters, fodder of cattle & poultry, non-alcoholic and alcoholic drinks and fermentation products ,tobacco products , ayurveda or herbal medicines and all other eatables and their by-products consumable provision of every description for human or animal consumption and to carry on the business of cold storage or preservation, dehydration, freezing, freeze drying, drying, canning, limping, bottling and packing of all or any of the products mentioned above and to provide for cold storage or preservation of such products, medicines for own business or for hire by others.
- 2) To manufacture, produce, refine, prepare for market, distill, treat, cure, submit to any process, purchase, sell and otherwise trade or deal in export and import and dispose of and turn to account oils made or processed from seeds, roots, steams or leaves, vegetable oils, essential oils, chemicals including aromatic chemicals and perfumery compounds, soaps, shampoo, gum, molasses, syrups, alcohol, spirits, bolts and other gums and residual and other produce or products and bye-products thereof.
- 3) To manufacture , process , fabricate , design, develop, assemble, modify, install, ,recondition, repair, operate, roll and re-roll, buy, sell, export, import, distribute, franchise , collaborate , transport and to act as an agent, broker, C & F agent of all types of iron & steel and non –ferrous metals shifting , bars , rods , flats , squares from scraps , billets , ingots including manufacturing , processing and fabricating pipes , utensils , wires , nails , wire products , screws , expanded metal , hinges , plates , sheets , strips , hoops , rounds , circle , angles and railway track parts , wagons , bogies and related fittings and spare parts.
- 4) To produce , manufacture , refine, treat , cure process , prepare , import , export , purchase , sell and generally deal in all kinds of granite tiles , sanitary tiles , glass tiles , glazed tiles , marble tiles and all other kinds of tiles , slabs and monuments.

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Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:-

- 1) To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
- 2) To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
- 3) To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- 4) To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, produce, manage, work, control and superintend any plants, offices, shops, stores, buildings, machinery, apparatus, labour lines, houses including its materials and accessories , and such other works and conveniences necessary for carrying on the main business of the Company.
- 5) To manufacture , purchase , process , import, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every description and to hold, own or work such vehicles, vessels or crafts for business of the Company.
- 6) To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
- 7) To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of, and interest on any debenture, debenture stock or securities of any Company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to act as sureties.
- 8) To invest and deal with the money of the Company not immediately requires in such manner as the Company may deem fit.
- 9) Subject to the provisions of the Act in force for the time being and directives issued by R.B.I to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance of the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be.
- 10) To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

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- 11) Subject to the provisions of Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
- 12) Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
- 13) To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licences concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in-connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licences in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
- 14) To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
- 15) To form, incorporate, or promote any Company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered.
- 16) To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licences and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
- 17) To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
- 18) To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
- 19) To erect, construct, build, demolish, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and conveniences of all

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kinds including railway, tramway, speedway, runways, roads, aerodromes, sewage, theatres, cinema halls, piers, wharves, Dams, barrages, reservoirs, embankments, canals, irrigations, power houses, transmission lines, reclamation, improvement sewage, drainage, sanitary works, for building hotels, houses, markets, private public and all kind of Conveniences and to carry out business of builders and civil engineers, architects estimators and designers thereof.

- 20) Subject to the provisions of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.
- 21) To acquire by purchase, lease, exchange, hire or otherwise, land, buildings, properties and hereditaments of any tenure or description and any estate or interest therein and any right over or connected with such land and buildings and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintain rooms, flats, houses, hotels & restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godown, offices, hostels, gardens and conveniences of all kinds and to sell, let on lease or on hire, mortgage or dispose of the same in any other manner in whole or in part to any person, association of persons, firm or body corporate or unincorporated.
- 22) To undertake, carry out, promote or sponsor or assist any activity of the promotion and growth of the national economy and for discharging what directors consider social and moral responsibilities of the Company to the public or any section of the public as also any activity which the directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote or sponsor any activity for publication of any books, literature, newspapers etc., or for organizing lectures or seminars, likely to advance these objects or for giving merits awards, scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc. having any of the aforesaid objects or purposes transferred without consideration or at such fair or concessional value as the directors may think fit and divert the ownership of any property of the Company to or in favor of a public or local body or authority or central or state government or any public institution or trust or funds as the directors may approve.
- 23) To manufacture, assemble, purchase, sell, export, import, alter, repair, transfer, lease, hire, license, use, operate, maintain, fabricate, construct, distribute, design, develop, charter, acquire, market, recondition, work upon or otherwise deal in any products pertaining to the computer, computer hardware and software, computer components, all kinds of electrical goods and items, consumables, stationery, peripherals, spare parts, stores and accessories, fitting and appliance, apparatus, communication devices and equipment of all kinds including fibre optics, medical transcription, equipment and to modern, develop, introduce, control, supply, improve, design, market, sell, license, maintain, operate and provide services in electronic data processing systems and other various systems, electronic mail (e-mail), internet and other related methods of electronic communications and data transfer, engineering consultancy, software services and programme products of any and all descriptions.
- 24) To organize, maintain and operate for hire transportation service in all parts of the world for the purpose of transporting goods and materials, luggage, merchandise, mills and freight of every description and kind whatsoever by means of automobiles, motor trucks and other vehicles of all kinds howsoever propelled, to run omnibuses, tramways, cycles, car, gaddas, motors, rails, ships and aircraft of all

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kinds or other means of transport of all kinds on such lines as the company may think fit in relation to attainment of main object of the company.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby individually authorised 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.”

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

3) **Approval for enhancement of the borrowing limits by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the member be and are hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include or Committee thereof which the Board may hereinafter constitute to exercise its powers or any Designated Person(s) to whom Board may sub delegate any of its power, including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Company’s bankers, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of issue of debentures, commercial papers, long term/short term loans, suppliers’ credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans, letter of credit, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs 30 crores (Rupees Thirty Crores Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby individually authorise to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this resolution.”

Date : 11th March, 2021

Place : Kolkata

By Order of the Board

Sd/-

Smally Agarwal
Company Secretary

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• NOTES:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('the Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.
2. In accordance with the relaxation granted by the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No.39/2020 dated December 31, 2020 ("the relevant Circulars"), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice is being sent only by e - mail to all the Members whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 12th March , 2021 (the "cut-off" date) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Niche Technologies Pvt Ltd ("RTA").
4. Members whose name appears on the Registrar of Members/ List of Beneficial owners as on the cut-off date will be considered for the purpose of remote e-voting and voting rights shall be reckoned on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
5. Members cannot exercise votes by Proxy on Postal Ballot.
6. Notice of Postal Ballot alongwith Explanatory Statement is also available on Company's website at www.ceeta.com and the website of stock exchange at www.bseindia.com.
7. The postal ballot facility through e-voting is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) and one regional newspaper (in vernacular language, i.e., Kannada) each with wide circulation in the State of Karnataka, where the registered office of the Company is situated.
9. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.
10. The e-voting will be available at the link www.evotingindia.com. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Manager, Central Depository Services (India) Limited (CDSL), 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 Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi(022-23058542).

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11. The e-voting will commence on Tuesday, the 23rd March, 2021 (10.00 A.M.) and end on Wednesday, the 21st April ,2021 (5.00 P.M.).
12. The Board of Directors of the Company, vide meeting held on Thursday , the 11th March, 2021 has appointed Ms Smally Agarwal , Company Secretary of the Company, as the person responsible for the entire postal ballot process.
13. The Board of Directors of the Company, vide meeting held on Thursday , the 11th March, 2021 has appointed Sri Pravin Kumar Drolia, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
14. The Scrutinizer will submit his report to the Chairman / Audit Committee Chairman / Managing Director of the Company after completion of the scrutiny on remote e - voting on Friday, 23rd April , 2021 at 05.00 p.m. at the Head Office of the Company at Saraf House, 4/1 Red Cross Place,3rd Floor ,Kolkata – 700001 and the result of the postal ballot will be posted on the Company’s website www.ceeta.com and the same will be communicated to Bombay Stock Exchange of India www.bseindia.com where the shares of the company are listed.
15. The above resolutions passed by the Members through Postal Ballot shall be deemed to have been duly passed on the last date specified for the e-voting i.e., Wednesday, the 21st April, 2021 in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the date of notice upto the date of result of postal ballot.

• **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a. *For Physical shareholders-* Send a mail to the Company and Registrars & Share Transfer Agent of the Company, Niche Technologies Pvt. Ltd. at kolkata@ceeta.com and nichetechpl@nichetechpl.com respectively along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the 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 Aadhar Card) for registering email address.
- b. *For Demat shareholders* - Please contact your Depository Participant (DP) and register your email address.

• **INSTRUCTIONS FOR E-VOTING**

- (i) The voting period begins on Tuesday, the 23rd March, 2021 (10.00 A.M.) and end on Wednesday, the 21st April 2021 (5.00 P.M.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on Friday, the 12th March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

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(iii) Click on “Shareholders” tab.

(iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company or Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN, please use the sequence number issued by the RTA in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company’s records in order to login.
Bank Account Number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.
	<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 Bank Account Number filed as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the “Company selection screen”. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

CEETA INDUSTRIES LIMITED

CIN : L85110KA1984PLC021494

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104

Head Office : Saraf House, 4/1 Red Cross Place, 3rd Floor, Kolkata – 700001

Email: kolkata@ceeta.com, **Website:** www.ceeta.com

Phone: 91-816-2212686, **Fax:** 91-816-2211352

- (xi) Click on the EVSN for the relevant <Company Name> i.e, < CEETA INDUSTRIES LIMITED > on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) **Note for Individual Shareholders and Custodians**
- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which 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; droliapraavin@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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at Mr. Nitin Kunder (022-23058738 or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi(022-23058542).

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EXPLANATORY STATEMENT AS PER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No: 1 and 2

The Board of Directors of the Company in its meeting held on 11th March, 2021 decided to alter the Memorandum of Association (“MOA”) and amend the Object Clause of Memorandum of Association (“MOA”) of the Company in line with the requirement of Companies Act, 2013

Upon enactment of the Companies Act, 2013, (“Act”) the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. Main Objects.
2. Matters which are necessary for furtherance of the Main Objects.

It is proposed to amend the Main Objects of the Company partially to align the same with the proposed new business activities to diversify the business activities mentioned in serial no from 1 to 3 in Clause III (A) and Clause III (B) would include matters which are necessary for furtherance of proposed Main Objects in Clause III (A). It is proposed to delete the other businesses, which were earlier stated in Other Objects Clause III (C) to make it in line with the Companies Act, 2013.

Accordingly, the existing Clause III (A), Clause III (B) and Clause III (C) of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III (A) and Clause III (B) with new numbering of the clauses as per the Memorandum of Association enumerated in the resolution.

Further it is proposed to replace the ‘liability clause’ of the Memorandum of Association of the Company by substituting the same with existing Clause IV to re-word the same appropriately and make it in line with the requirements of the Companies Act, 2013.

“Clause IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

Further it is proposed to insert new clause as Clause VI (Subscriber Clause) and re-order the words mentioned in Clause V and Clause VI to make it in line with the requirements of the Companies Act, 2013.

The proposed amendment of the MOA will not affect any of the rights of the Company or any shareholder(s) and/or other stakeholder(s) of the Company

Hence the resolution is put up for shareholders’ approval as special resolution. None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

A Copy of the existing and amended Memorandum of Association of the Company will be available for inspection by the Members of the Company at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the date of notice upto the date of result of postal ballot. The Amendment shall be effective upon the registration of the resolution by the Registrar of the Companies.

Item No: 3

The Board of Directors of the Company in its meeting held on 11th March, 2021 decided to increase the borrowing limits under Section 180(1) (c) of the Companies Act, 2013.

Keeping in view the Company's existing business plans and future growing financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of

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raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

Therefore it is proposed to increase the maximum borrowing limits to Rs.30 Crores (Rupees Thirty Crores Only), or the limits so prescribed under Section 180(1) (c) of the Act, whichever is higher.

Pursuant to Section 180(1) (c) of the Companies Act, 2013, borrowing more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time requires the consent of the members of the Company.

Hence the resolution is put up for shareholders' approval as special resolution. None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Date: 11th March, 2021

Place: Kolkata

By Order of the Board

Sd/-

Smally Agarwal
Company Secretary