

CEETA INDUSTRIES LIMITED

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104, **Phone:**91-816-2970239

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

Email: kolkata@ceeta.com; **Website:** www.ceeta.com; **Phone:** 91-33-2262 8062/ 8063, Fax: 91-33-2262 8046

NOTICE

NOTICE is hereby given that the **37th Annual General Meeting** of the Company will be held on Wednesday, 8th September, 2021 at 1.00 P.M. 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, 2021 and the Reports of the Board of Directors and 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.

SPECIAL BUSINESS

- 3) To approve Appointment and Re-Designation of Mr. Krishna Murari Poddar (DIN 00028012) from Director to Managing Director of the Company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of sec 196, 197, read with rules and Schedule V and any other and any other applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to appoint Mr. Krishna Murari Poddar (DIN 00028012) from Director to the Managing Director of the Company, who is over 70 years in age, for a term of 5 (five) years commencing from 08th September , 2021 till 07th September , 2026 , not liable to retire by rotation, on the terms and conditions as mentioned below , whether express or implied as agreed between the Board and Mr. Poddar.

1. He will be appointed as Managing Director of the Company with effect from 08.09.2021 for a period of five years.
2. 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.

CEETA INDUSTRIES LIMITED

- 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.
3. Subject to the superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall have the general conduct and management of the whole of business and affairs of the Company except in the matters which may be specifically required to be done by the Board as per Companies Act, 2013. Managing Director may also exercise and perform the following powers:
- i) To enter into or become party to or to sign and execute all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the company unless otherwise it is specifically prohibited by Companies Act, 2013 or any other law;
 - ii) With the Board's approval, the Managing Director shall have the power to open and operate any Banking or other Account (s) and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy and assign cheques, drafts, bills of exchange, promissory notes, hundies, interest and dividend warrants and other negotiable or transferable instruments or securities;
 - iii) To borrow money, make loans and advances, invest funds of the Company, in such securities or otherwise as the Managing Director considers necessary or advantageous to the Company, unless it requires board / members approval as per the provisions of Companies Act, 2013;
 - iv) To manage, conduct and transact all the business, affairs and operations of the company including power to enter into contracts and vary and rescind them;
4. This agreement can be terminated by either side after giving a reasonable time period notice. No Compensation shall be payable to either of the parties on such termination.
5. If at any time MR. PODDAR ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
6. The Managing Director shall not be paid any sitting fees for the attending the meeting of the Board of Directors or Committee thereof from the date of this appointment. Further his office will not be liable to retire by rotation.
7. The Managing Director shall be entitled to reimbursement of all expenses actually incurred by him on behalf of the company which includes expenses incurred by him during the course of business tour 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.”

- 4) To regularise Additional Director, Mr Avinash Kumar Khaitan (DIN: 06936383), by appointing him as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“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 Schedule IV to the Companies Act, 2013 and other laws as may be applicable, approval of the members be and is hereby accorded to regularise the appointment of Mr Avinash Kumar Khaitan (DIN:06936383) from Additional Director to Non-Executive Independent Director of the Company, for a term of 5 (five) years commencing from 14th December , 2020 till 13th December , 2025 , not liable to retire by rotation.”

“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.”

CEETA INDUSTRIES LIMITED

- 5) To regularise Additional Director, Mr Arvind Kejariwal (DIN: 08996095), by appointing him as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“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 Schedule IV to the Companies Act, 2013 and other laws as may be applicable, approval of the members be and is hereby accorded to regularise the appointment of Mr Arvind Kejariwal (DIN: 08996095) from Additional Director to Non-Executive Independent Director of the Company, for a term of 5 (five) years commencing from 10th February , 2021 till 09th February , 2026 , not liable to retire by rotation.”

“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.”

- 6) 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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance an amount equivalent to the estimated actual expenses of delivery of the documents pursuant to any request along with the requisite fee is duly received by the Company at least one week advance of the dispatch of the document by the Company to the shareholder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above Resolution.”

Date: 20th July, 2021

Place: Kolkata

By Order of the Board

Sd/-

Smally Agarwal
Company Secretary

NOTES:

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 2nd September, 2021 to 8th September, 2021 (both days inclusive).
3. 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.
4. Members who have shareholdings in physical form are requested to submit their shares for dematerialization at your registered depository at the earliest.
5. The relevant explanatory statement pursuant to the provisions of section 102 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 AGM is annexed hereto.
6. Sri Pravin Kumar Drolia (Prop. Of M/s. **DROLIA & COMPANY**) of 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 favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

CEETA INDUSTRIES LIMITED

7. 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.

8. Voting Through Electronic Means

- I.) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No 20/2020 dated May 5, 2020, No 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.02/2021 dated January 13, 2021 and No. 10/2021 dated June 23, 2021 in relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic' (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM')/'the Meeting') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, **the 37th Annual General Meeting(AGM) of the Company will be held on Wednesday, 8th September, 2021 at 1.00 P.M.** through Video Conference(VC) / Other Audio Visual Means (OAVM). The deemed venue for the AGM will be the Registered Office of the Company at Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- II.) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting'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.
- III.) 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.
- IV.) 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.
- V.) 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. 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.
- VI.) In line with MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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
- VII.) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

CEETA INDUSTRIES LIMITED

VIII.) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on 5th September, 2021 at 10.00 A.M. and ends on 7th September, 2021 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 1st September, 2021 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 meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

- (iv) 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.

Pursuant to abovesaid 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	<p>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 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>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 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</p>

CEETA INDUSTRIES LIMITED

	also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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.jsp</p> <p>3) 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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 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

(v) 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.

CEETA INDUSTRIES LIMITED

- 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) <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.

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

CEETA INDUSTRIES LIMITED

- 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.

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. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. 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 droliapraavin@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 7th September, 2021 upto 5 p.m. without which the vote shall not be treated as valid.
12. 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 1st September, 2021. A person who is not a member as on cut-off date should treat this notice for information purpose only.
13. 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 23rd July, 2021.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date 1st September, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

CEETA INDUSTRIES LIMITED

15. 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).
16. 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 23rd July, 2021 are requested to send the written / email communication to the Company at kolkata@ceeta.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Date: 20th July, 2021
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

Based on the recommendation of Nomination and Remuneration Committee, The Board of Directors of the Company in its meeting held on 20th July, 2021 has recommended the appointment and re-designation of Mr Krishna Murari Poddar (DIN 00028012) from Director to Managing Director of the Company aged about 76 years, for a term of 5 (five) years commencing from 08th September , 2021 till 07th September , 2026 , not liable to retire by rotation on the terms and conditions as mentioned in the said resolution to the shareholders for their approval at the ensuing general meeting.

Mr. Poddar is the promoter of the Company since its incorporation. He is academically a commerce graduate with wide experience of working in the fields 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 organisation. Apart from being husband of Mrs Uma Poddar , Director of the Company, he is not related to any other Director of the Company. He holds directorship in Techno Electric & Engineering Company Limited (Listed Company) as an Independent Director, Chairman of Corporate Social Responsibility (CSR) Committee and Member in Nomination and Remuneration (NRC) Committee and one other unlisted company. Further 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.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint him as the Managing Director of the Company despite of him being more than 70years in age. The Directors recommend passing of the aforesaid Resolution as a Special Resolution.

CEETA INDUSTRIES LIMITED

Item No. 4

Mr Avinash Kumar Khaitan (DIN:06936383) appointed as Additional Directors (Category: Independent) of the Company by the Board, pursuant to selection and review of their candidature by the Nomination and Remuneration Committee, with effect from 14th December, 2020, in terms of the provisions of Section 161 of the Act, hold office upto the date of this Annual General Meeting (AGM).

Mr Avinash Kumar Khaitan (DIN:06936383) aged about 65 years is a B Com Graduate from Calcutta University and have experience of around 16 years in the field of marketing and managing finance. He holds directorship in sixteen other unlisted company. He is the Chairman of Nomination and Remuneration (NRC) Committee and a Member in Stakeholder Relationship (SRC) Committee and Audit Committee in the Company. Further he does not hold any shares in his own name or on a beneficial basis for any other person in the company Except Mr. Khaitan , being an appointee, no other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Directors are of the opinion that his association would be of immense value to the Company and he fulfills the conditions specified in the Act and the SEBI (LODR) Regulations, 2015 for appointment as an Non- Executive Independent Director, for a term of 5 (five) years commencing from 14th December, 2020 till 13th December, 2025, not liable to retire by rotation, and recommend passing of the aforesaid Special Resolutions.

Item No. 5

Mr Arvind Kejariwal (DIN: 08996095) appointed as Additional Directors (Category: Independent) of the Company by the Board, pursuant to selection and review of their candidature by the Nomination and Remuneration Committee, with effect from 10th February , 2021, in terms of the provisions of Section 161 of the Act, hold office upto the date of this Annual General Meeting (AGM).

Mr Arvind Kejariwal (DIN: 08996095) aged about 44 years is a Post Graduate Diploma in Business Analytics (PGDBA) from ICFAI , Bangalore specialized in the field of finance and banking. He is associated with companies established under Banking, Financial Services and Insurance (BFSJ) sector. He has a rich experience in Finance and Banking field. He does not holds directorship or chairmanship in any other company or act as a member in any committee in any other company. Further he does not hold any shares in his own name or on a beneficial basis for any other person in the Company. Except Mr. Kejariwal , being an appointee, no other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Directors are of the opinion that his association would be of immense value to the Company and he fulfills the conditions specified in the Act and the SEBI (LODR) Regulations, 2015 for appointment as an Non –Executive Independent Director, for a term of 5 (five) years commencing from 10th February, 2021 till 09th February, 2026, not liable to retire by rotation and recommend passing of the aforesaid Special Resolutions.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting. As stated in the Resolution, the board is proposed to be authorised to charge actual amount of expenses for this purpose. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said Resolution. The Directors recommend passing of the aforesaid Resolution as an Ordinary Resolution.

Date: 20th July, 2021
Place: Kolkata

By Order of the Board

Sd/-
Smally Agarwal
Company Secretary