

## THE COCHIN MALABAR ESTATES AND INDUSTRIES LIMITED

Regd. Office : 21, Strand Road,  
Kolkata – 700 001 • Phone : 033 2230 9601  
www.cochinmalabar.in • CIN : L01132WB1991PLC152586  
E-mail : cochinmalabar@yahoo.com

### NOTICE

NOTICE is hereby given that the 90<sup>th</sup> Annual General Meeting (AGM) of the Members of The Cochin Malabar Estates And Industries Limited will be held on **Wednesday, the 23rd September, 2020 at 11:30 A.M.** through Video Conferencing/Other Audio Visual Means to transact the following Business :

#### ORDINARY BUSINESS :

##### Item No.1 – Adoption of accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, along with the Reports of the Auditors and Directors thereon.

##### Item No.2 – Re-appointment of Mr. Hemant Bangur (DIN : 00040903)

To appoint a Director in place of Mr. Hemant Bangur (DIN 00040903), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS :

##### Item No.3 – Appointment of Mr. C.P. Sharma (DIN : 00258646) as Wholetime Director

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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time, read with Schedule V to the Act, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the Company hereby approves the appointment and terms of remuneration of Mr. C.P. Sharma (DIN 00258646) as a Wholetime Director of the Company for a period of three years with effect from June 15, 2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to

between the Board of Directors and Mr. C.P. Sharma.”

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized severally to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

##### Item No. 4 – Re-appointment of Mrs. Tara Purohit as an Independent Director of the Company for a second term w.e.f. 1st April, 2020.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Tara Purohit, (DIN: 00658659) holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and Rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation w.e.f. 1<sup>st</sup> April, 2020 for the second term of five consecutive years.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized severally to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

##### Item No.5 – Secure Assets of the Company against its borrowing

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

**“RESOLVED THAT** in supersession of the earlier resolution

passed by the members of the Company and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board") to mortgage and/or charge any of its movable and/or immovable properties wherever situated both present and future on such terms and conditions for such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding ₹ 100 crore (Rupees One Hundred Crores).

**RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the lenders, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

#### **Item No.6 – Increase of Borrowing Limits**

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

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 100 Crore (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to finalize, settle and execute such documents/ deeds / papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

June 15, 2020

By Order of the Board

Registered Office:  
21, Strand Road, Kolkata-700 001  
Phone : 033 2230 9601  
CIN : L01132WB1991PLC152586

**M. Kandoi**  
Company Secretary

## NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Businesses is annexed hereto. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
2. Due to the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020, 14/2020, 17/2020 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 90th AGM of the Company shall be conducted through VC / OAVM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
3. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at [www.cochinmalabar.in](http://www.cochinmalabar.in), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of the e-voting agency - Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.
5. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [cochinmalabar@yahoo.com](mailto:cochinmalabar@yahoo.com).
6. The Register of members and share transfer books of the Company will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive) for the purpose of AGM.
7. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
8. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at its Registered Office at 21, Strand Road, Kolkata-700 001 or the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700 001. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
9. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the RTA at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001.
10. Equity Shares of the Company are under compulsory demat trading by all investors. The ISIN Number allotted is INE788M01017.  
  
SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1<sup>st</sup> April, 2019, onwards securities can be transferred only in dematerialized form except in case of transmission or transposition of securities.  
  
Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
12. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under

Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

**14. Process and manner for members opting for voting through Electronic means:**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 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") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 16, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 16, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Sunday, September 20, 2020 at 9.00 a.m. and will end on Tuesday, September 22, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Wednesday, September 16, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 16, 2020.
- vii. The Company has appointed Ms. Sweety Kapoor, Practising Company Secretary (Membership No. FCS: 6410; CP No: 5738), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

**15. Process for those members whose email ids are not registered:**

- a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to [cochinmalabar@yahoo.com](mailto:cochinmalabar@yahoo.com).
- b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to [cochinmalabar@yahoo.com](mailto:cochinmalabar@yahoo.com)

**16. The instructions for shareholders for remote voting are as under:**

- (i) The voting period begins on **20<sup>th</sup> September, 2020 at 9 A.M.** and ends on **22<sup>nd</sup> September, 2020 at 5 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) i.e. **16<sup>th</sup> September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (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.
- (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](http://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 :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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 e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend, Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (xi) Click on the EVSN of the Company.
- (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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.

(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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**17. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b. Only those Members/shareholders, who will be 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 in the AGM.
  - c. If any votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.cochinmalabar.in> and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within three days of the passing of the Resolutions at the 90<sup>th</sup> AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**19. Instruction for members for attending the AGM through VC/OAVM are as under:**

- a) Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- (c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) 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.
- (e) For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at [cochinmalabar@yahoo.com](mailto:cochinmalabar@yahoo.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- (f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT**

**Item No. 3**

On the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. C.P. Sharma (57), Director of the Company as Wholetime Director for a period of three years with effect from 15th June, 2020 at a consolidated salary of ₹ 24,000/- per

annum, subject to the approval of the Members.

Brief Profile of Mr. C.P. Sharma and Disclosure required in accordance with Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013 and Secretarial Standard – 2 are set out as the annexure to this Notice.

Except Mr. C.P. Sharma, being an appointee, none of

the Directors of the Company, KMP of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

Looking at the experience and expertise of Mr. C.P. Sharma, the Board of Directors of the Company recommends the resolution for your approval.

#### **Item No. 4**

Mrs. Tara Purohit (DIN : 00658659) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 by the members of the Company for five consecutive years.

Mrs. Tara Purohit (70), holds a Bachelor's degree in Commerce and is a Law Graduate and has been associated with the Company since 2015. She has more than 40 years of wide and varied experience in legal and corporate matters. The Board considered and decided to continue her directorship in terms of Regulation 17(1)(a) of the SEBI (LODR) Regulations, 2015. Mrs. Tara Purohit does not hold any shares in the Company.

Mrs. Tara Purohit is a member of Nomination and Remuneration Committee and Audit Committee of the Company.

The Nomination and Remuneration Committee of the Company, on the basis of report of performance evaluation of Independent Directors, has recommended re-appointment of Mrs. Tara Purohit as Independent Directors for a second term of five consecutive years w.e.f. 1<sup>st</sup> April, 2020 on the Board of the Company, not liable to retire by rotation.

The Board, based on the performance evaluation of the Independent Directors as per the recommendation of the Nomination and Remuneration Committee, considers that given the background, experience and contribution made by Mrs. Purohit during her tenure, the continued association of Mrs. Tara Purohit would be of immense benefit to the Company and it is desirable to continue to avail her service as Independent Director. She shall be paid remuneration by way of sitting fees for attending Board and Committee Meetings.

Requisite notices under Section 160 of the Act proposing re-appointment of Mrs. Tara Purohit has been received by the Company.

Mrs. Tara Purohit has submitted the declaration that she meets the criteria of independence under sub-section 6

of section 149 of the Act and under Regulation 16 of the Listing Regulations and consent have been filed pursuant to Section 152 of the Act.

Consent of the members by way of Special Resolution is required pursuant to Section 149(10) of the Act for re-appointment of Mrs. Tara Purohit.

Except Mrs. Tara Purohit, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No.4.

Additional information in respect of Mrs. Tara Purohit pursuant to the Listing Regulations and the Secretarial Standards are set out as the Annexure to this notice.

#### **Item No. 5**

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company is required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders for the purposes of securing the loan/credit facilities extended by them to the Company.

Accordingly, the Board recommends the Special Resolution set forth in Item No.5 of the Notice for approval of the Members.

None of the Directors of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

#### **Item No. 6**

Section 180(1)(c) of the Companies Act, 2013 requires that the Directors of the Company should obtain the consent of the Shareholders in the General Meeting by way of a Special Resolution to enable them to borrow moneys where the amount to be borrowed together with the amount already borrowed by the Company as authorized by them will exceed the aggregate of the paid-up capital of the Company and its free reserves.

Accordingly, it has been considered desirable to obtain the consent of the Shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013 to increase the limit of borrowing powers of the Board of Directors to ` 100 Crores, as proposed over and above the paid-up Capital and free reserves of the Company.

None of the Directors of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Details of Directors seeking Re-appointment at the 90<sup>th</sup> AGM [Pursuant to Regulation 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meeting]

Name of Director	Mr. Hemant Bangur	Mr. C.P. Sharma	Mrs. Tara Purohit
Director Identification Number (DIN)	00040903	00258646	00658659
Date of Birth	21 <sup>st</sup> April, 1972	2 <sup>nd</sup> June, 1963	28 <sup>th</sup> November, 1950
Nationality	INDIAN	INDIAN	INDIAN
Date of first appointment on Board	1 <sup>st</sup> September, 2017	7 <sup>th</sup> October, 2013	14 <sup>th</sup> February, 2015
Designation	Non-Executive Director	Wholetime Director	Independent Director
Qualifications	Masters in International Trade	Law Graduate	Law Graduate
Expertise in specific functional areas	He has rich and wide experience in Jute, Plantation, Fertilizer, Paper, Real Estate and Financial Services industry with expertise in operations, corporate governance and restructuring, finance, taxation and legal matters.	He has more than 30 years of wide experience in finance, taxation and legal matters.	She has more than 40 years of wide and varied experience in legal and corporate matters.
Directorships held in other listed companies	Gloster Ltd. Joonktollee Tea And Industries Ltd. The Phosphate Company Ltd.	-	-
Memberships / Chairmanships of committees of other listed companies *	<u>Audit Committee</u> Gloster Ltd. (Member) <u>Stakeholders Relationship Committee</u> Gloster Ltd. (Member) The Phosphate Company Ltd. (Member)	-	-
Inter-se relationship with other Directors and Key Managerial Personnel	-	-	-
Number of shares held in the Company	29719	100	-

\* Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

June 15, 2020

By Order of the Board

Registered Office:  
21, Strand Road, Kolkata-700 001  
Phone : 033 2230 9601  
CIN : L01132WB1991PLC152586

**M. Kandoi**  
Company Secretary



**DISCLOSURES REQUIRED IN ACCORDANCE WITH CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RELATION TO ITEM NO.3 OF THE NOTICE**

**I. General Information**

- 1 Nature of the Industry : Plantation.
- 2 Date of commencement of commercial production : 19-03-1930
- 3 In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus : Not applicable
- 4 Financial Performance based on given indicators. : As per Audited Financial Results for the year ended

(₹ in thousands)

<b>Financial Performance</b>	<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>	<b>31<sup>st</sup> March, 2018</b>
Total Revenue from operations (Net)	-	21.46	63.91
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	(1346.81)	(1952.53)	(1433.97)
Profit/(Loss) before Depreciation & Tax (PBDT)	(4309.16)	(3921.02)	(2882.24)
Profit/(Loss) before Tax (PBT)	(4738.45)	(3949.23)	(2912.51)
Profit/(Loss) after Tax (PAT)	(4738.45)	(3949.23)	(2912.51)

5. Foreign Investments or Collaborators, if any : Nil

**II. Information about the appointee**

- 1 Background details : Mr. C.P. Sharma, aged about 57 years holds a Bachelors degree in Commerce and is a Law Graduate. He started his career in the year 1990 and has been associated with the Company since 2013.
- 2 Past Remuneration : Appointed as Director on 07-10-2013.
- 3 Recognition or awards : Nil
- 4 Job Profile and suitability : He has rich experience of 30 years in finance, taxation and legal matters.
- 5 Remuneration Proposed : The proposed remuneration is within the limit set out under Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013.
- 6 Comparative Remuneration profile with respect to industry, size of the industry, size of the company, profile of the position and person (in case of expatriates, the relevant details with reference to the country of his/her origin) : The proposed remuneration to Mr. C.P.Sharma is approved by Nomination & Remuneration Committee and Board of Directors of the Company.
- 7 Pecuniary relationship directly or indirectly with the Company, or relationship with the personnel, if any. : Except Mr. C.P. Sharma, no other Director and Key Managerial Personnel of the managerial personnel of the Company and their relatives is concerned or interested financially or otherwise.

### III. Other Information

- 1 Reason for loss or inadequate profit : The Company is not having manufacturing activities since past few years. Rubberwood Factory has not been in operation for nearly 22 years.
- 2 Steps taken or proposed to be taken for Improvement. : The Company is developing its land assets in Goa.
- 3 Expected increase in productivity and profits in measurable terms : Both productivity and profitability are expected to increase by 5% over the tenure.

### IV. Disclosures

1. The following disclosures shall be mentioned in the Board of Directors' report under the heading Corporate Governance, if any, attached to the Annual Report :
  - i) All elements of remuneration package such as salary, benefits, bonus, stock options, pension, etc., of all the directors. : Corporate Governance requirement are not applicable to the Company
  - ii) Details of fixed components and performance linked incentives along with performance criteria. : Nil
  - iii) Service Contracts, notice period, Severance fees : The period of appointment and remuneration is as per approval of the AGM Resolution.
  - iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. : Nil

By Order of the Board

Place : Kolkata  
Date : 15<sup>th</sup> June, 2020

**M. Kandoi**  
Company Secretary