

**TWAMEV CONSTRUCTION AND INFRASTRUCTURE LIMITED**

Regd. Office: DD-30, Salt Lake City,

Sector-1, 7<sup>th</sup> Floor, Kolkata- 700 064

Phone No.: +91 (033) 4950 5600; Email: [info@twamevcons.com](mailto:info@twamevcons.com); website: [www.twamevcons.com](http://www.twamevcons.com)

Corporate Identity Number: L74210WB1964PLC026284

**NOTICE OF POSTAL BALLOT**

**[PURSUANT TO SECTION 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]**

**Dear Shareholder(s),**

**NOTICE** is hereby given to the Members of Twamev Construction and Infrastructure Limited (*formerly known as Tantia Constructions Limited*) (the 'Company') that pursuant to and in compliance with Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the Secretarial Standard-2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules issued thereunder and Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being, Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars), and in compliance with all other applicable laws, rules and regulations, if any for the time being in force, for the Resolutions as set out in this Notice are proposed to be passed as Special Resolutions by the Members of the Company by way of Postal Ballot, through voting through electronic means only ('Postal Ballot/Remote e-Voting').

**SPECIAL BUSINESS:**

- 1. Approval of Appointment of the Additional Director, Ms. Suparna Chakrabortti (DIN: 07090308) as an Independent Director of the Company for a term of 5 (Five) years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, and 149(10) & 149(11) read with Schedule IV and other applicable provisions, if any, 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), and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Suparna Chakrabortti (DIN: 07090308), who was appointed by the Board of Directors as an Additional Director (Independent Category) of the Company with effect from 26<sup>th</sup> February, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of approval of shareholders, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, commencing from 26<sup>th</sup> February, 2026 to 25<sup>th</sup> February, 2031.

**RESOLVED FURTHER THAT** Ms. Suparna Chakrabortti has submitted a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Board of Directors is of the opinion that she fulfils the conditions specified under the Act and the Rules made thereunder and the SEBI (LODR) Regulations for her appointment as an Independent Director of the Company and that she is independent of the management.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board

Place: Kolkata  
Date: 28<sup>th</sup> March, 2026

Sd/-  
Neha Saraf  
Company Secretary  
Membership Number: A52479

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons for the proposed Special Resolution, considered to be urgent in nature, to be transacted by postal ballot and remote e-Voting, is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record their assent or dissent through the remote e-Voting facility provided by the Company.
2. The relevant documents, if any, referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting. Member(s) may send such request to [info@twamevcons.com](mailto:info@twamevcons.com) mentioning their name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.
3. As per the aforesaid MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members can only vote through e-voting and accordingly, are requested to provide their assent or dissent through remote e-voting only.

In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 03<sup>rd</sup> April, 2026 (“Cut-off Date”), and whose e-mail addresses are registered with the Company/ the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/ the Depositories/ Depository Participants via electronic mode only.

The Members, whose names appear in the Register of Members/ Beneficial Owners as on the Cut-Off Date, are entitled to vote on the Resolutions set forth in this Notice of Postal Ballot and are requested to refer to the Notice of Postal Ballot and the detailed instructions on the manner of casting vote given therein. A person who is not a Member of the Company as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

4. The Notice of the Postal Ballot has been uploaded on the website of the Company at [www.twamevcons.com](http://www.twamevcons.com). The Notice of Postal Ballot can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the Postal Ballot is also available on the website of CDSL, i.e. [www.e-votingindia.com](http://www.e-votingindia.com).
5. In terms of Section 108 and Section 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide e-Voting facilities for Members to exercise their right to vote on the resolutions proposed, through remote e-Voting system. For this purpose, the Company has engaged

the services of Central Depository Services (India) Limited (CDSL), as the authorized agency for providing the said facilities of the remote e-Voting.

**The remote e-Voting period shall commence on Tuesday, 14<sup>th</sup> April, 2026 at 9:00 A.M. (IST) and ends on Wednesday, 13<sup>th</sup> May, 2026 at 5:00 P.M. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter.**

Upon expiry of the voting period, the e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date fixed for the purpose. In case of joint holders, only such joint holder whose name appears first in the order of names will be entitled to vote.

6. The Board of Directors has appointed Mr. Mohan Ram Goenka (Membership No. F4515 and CP No: 2551), M/s MR & Associates, Practicing Company Secretaries, Kolkata who had given his consent to act as the Scrutinizer for conducting Postal Ballot/e-voting, as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit , on or before Friday, 15<sup>th</sup> May, 2026, a Scrutinizer's Report of the total votes cast in favor or against, if any, to the Board of Directors of the Company or an authorized person, who shall countersign the same and declare the results of the voting forthwith. The result of the Postal Ballot (including e-voting), along with the Scrutinizer's Report will be posted on the Company's website at [www.twamevcons.com](http://www.twamevcons.com)

7. Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company.
8. The voting results along with the Scrutinizer's Report shall be placed on the Company's website [www.twamevcons.com](http://www.twamevcons.com) and on the website of CDSL immediately after the declaration of results and also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday 13<sup>th</sup> May, 2026 being the last date specified by the Company for remote e-voting.
9. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with RTA, Maheshwari Datamatics Private Limited at [contact@mdplcorporat.com](mailto:contact@mdplcorporat.com) In case of any queries/difficulties in registering the e-mail address, Members may write to [info@twamevcons.com](mailto:info@twamevcons.com). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.

Dispatch of the Notice of the Postal Ballot and the Explanatory Statement shall be announced through an advertisement published in one regional language newspaper and one English language newspaper, widely circulated in Kolkata and shall be hosted at the Company's website at [www.twamevcons.com](http://www.twamevcons.com), for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories/ Depository Participants. The said public notice shall also mention the process for registration of E-mail IDs by those Members who have not yet registered their email-ids with the RTA and Depository Participants.

10. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

- a) This is to inform you that Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ('ODR

Portal') for resolution of disputes arising in the Indian Securities Market.

- b) Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- c) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

#### 11. The Process and Manner of Remote E-voting are as under:

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

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

- (i) The voting period begins on 14<sup>th</sup> April, 2026 at 9:00 am and ends on 13<sup>th</sup> May, 2026 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 03<sup>rd</sup> April, 2026 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.

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

- (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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.e-voting.nsd.com/">https://www.e-voting.nsd.com/</a> 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.</li> <li>4. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/e-voting/e-votinglogin.jsp">https://eservices.nsd.com/SecureWeb/e-voting/e-votinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.e-voting@cdslindia.com">helpdesk.e-voting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:e-voting@nsdl.co.in">e-voting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website [www.e-votingindia.com](http://www.e-votingindia.com).
  - Click on "Shareholders" module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.e-votingindia.com](http://www.e-votingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or

	contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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 of the Company.

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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**xvii. 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.e-votingindia.com](http://www.e-votingindia.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.e-voting@cdslindia.com](mailto:helpdesk.e-voting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they

have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [info@twamevcons.com](mailto:info@twamevcons.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose E-Mail Id's / Mobile Nos. 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 at [info@twamevcons.com](mailto:info@twamevcons.com)/RTA email id [contact@mdplcorporate.com](mailto:contact@mdplcorporate.com)

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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.e-voting@cdslindia.com](mailto:helpdesk.e-voting@cdslindia.com) or contact at Toll Free No. 1800 21 09911.

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

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

**Item No. 1:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Suparna Chakrabortti (DIN: 07090308) as an Additional Director (Independent Category) of the Company with effect from 26th February, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

In accordance with the provisions of Section 161 of the Act, Ms. Chakrabortti holds office up to the date of approval of the shareholders. The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director of the Company.

Ms. Chakrabortti has given her consent to act as an Independent Director of the Company and has submitted a declaration confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations. She has also confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Ms. Chakrabortti fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board considers that her experience, expertise and integrity would be of significant value to the Company.

Accordingly, it is proposed to appoint Ms. Chakrabortti as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 26<sup>th</sup> February, 2026 and ending on 25<sup>th</sup> February, 2031, subject to approval of the shareholders by way of a Special Resolution through Postal Ballot.

Further, Ms. Suparna Chakrabortti has confirmed that she has registered her name in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs and is compliant with the requirements of the Companies Act, 2013.

A brief profile and other details of Ms. Chakrabortti as required under the provisions of the Act, the SEBI LODR Regulations and Secretarial Standard on General Meetings (SS-2) are provided in the Annexure forming part of the Postal Ballot Notice.

Your Board of Directors has considered the same and recommends passing the Special Resolution contained in Item No. 1 of the accompanying Notice.

Except Ms. Chakrabortti, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Postal Ballot Notice.

By Order of the Board

Place: Kolkata  
Date: 28<sup>th</sup> March, 2026

Sd/-  
Neha Saraf  
Company Secretary  
Membership Number: A52479

*Annexure to the Postal Ballot Notice*

**Details of Ms. Suparna Chakrabortti, Independent Director seeking appointment**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings)*

<b>Particulars</b>	<b>Details</b>
Name of Director	Ms. Suparna Chakrabortti
Director Identification Number (DIN)	07090308
Date of Birth	28.06.1966
Nationality	Indian
Date of first appointment on the Board	26.02.2026
Proposed term of appointment	Five (5) consecutive years from 26th February, 2026 to 25th February 2031
Qualifications	Chartered Accountant, Masters of Business Administration (major in Finance) Degree from Rutgers University, New Jersey, USA and a Master of Education Degree from Hunter College, City University of New York, USA
Brief Profile / Expertise in specific functional areas	Ms. Chakrabortti possesses extensive experience in: <ul style="list-style-type: none"> <li>➤ Evaluating Internal Controls and adhering to Auditing Standards</li> <li>➤ Ensuring adherence to Financial Reporting and Disclosures as per relevant Statutes</li> <li>➤ Developing effective Governance practices and maintaining Board and Management Accountability</li> <li>➤ Driving Corporate Ethics and Values</li> <li>➤ Serving the interests of all Stakeholders</li> <li>➤ Monitoring Risk Management and Ensuring Sustainability</li> </ul>
Experience (including years of experience)	Over 30 years in the field of Audit and Consultancy
Directorships held in other companies (excluding foreign companies and Section 8 companies, if applicable)	1. La Opala RG Limited 2. Duroply Industries Limited 3. SKP Securities Limited
Membership / Chairmanship of Committees of other Boards	1. La Opala RG Limited (AC and NRC) 2. Duroply Industries Limited (AC, NRC and SRC)
Listed entities from which the person has resigned in the past three years	1. Rydak Syndicate Limited (30.03.2025) 2. Dhelakhat Tea Company Limited (30.03.2025)
Number of shares held in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	None
Number of Board Meetings attended during the year	Not Applicable (being newly appointed)
Terms and conditions of appointment	Appointment as Independent Director, not liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Remuneration sought to be paid	Sitting fees and reimbursement of expenses for attending meetings of the Board and Committees, as approved by the Board within the limits prescribed under the Companies Act, 2013
Remuneration last drawn (if applicable)	Not Applicable