

# TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata - 700056

Phone no: 033 2569 1500, Fax no. 033 2541 2448

Website: [www.texinfra.in](http://www.texinfra.in), Email: [texinfra\\_cs@texmaco.in](mailto:texinfra_cs@texmaco.in)

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting of the shareholders of **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** will be held on Monday, 12<sup>th</sup> October 2020 at 2.00 p.m. at **through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')** or other mode, in each case as would be permissible by the Ministry of Corporate Affairs ('MCA'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

### SPECIAL BUSINESS:

#### Item No. 1:

#### To consider and if thought fit, to pass the following Resolutions as Special Resolutions:

"RESOLVED that pursuant to the provisions of Sections 179 and 180 and such other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the 'Board', which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its powers, including part or whole of the powers conferred by this resolution) to borrow any sum or sums of money, in one or more tranches, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or body corporate/ entity/entities and/ or authority/authorities, including by way of any securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in foreign currencies as may be permitted by law from time to time, with or without security such that the monies to

be borrowed together with the monies already borrowed by the Company apart from the temporary loans obtained from the Company's bankers in the ordinary course of business may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding the amount of ₹ 800,00,00,000 (Rupees Eight Hundred Crores)."

"FURTHER RESOLVED that the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company, and/ or to delegate all or any of the above powers to a Committee constituted by the Board and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

"FURTHER RESOLVED that the Board be and is hereby authorised to finalise with Banks/ Financial Institutions, the documents for creating pledge, mortgage, hypothecation and/or charge on all or any part of the movable or immovable properties of the Company, and/or on the whole or part of any undertaking of the Company of every nature and kind whatsoever, and/or creating a floating charge on all or any movable or immovable properties of the Company, and/or on the whole of the undertaking of the Company, to or in favour of banks, financial institutions, investors and/or any other lenders or debenture trustees, to secure the amount borrowed by the Company from time to time and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

"FURTHER RESOLVED that Mr. Saroj Kumar Poddar, Mr. Akshay Poddar, Directors, Mr. S. U. Khan, Manager, Mr. K. K. Rajgaria, Chief Financial Officer, and / or the Company Secretary be and are hereby severally authorised to sign / digitally certify all the requisite forms/ returns and other relevant documents as provided in the Act, and to file / e-file the same with the Ministry of Corporate Affairs/ Registrar of Companies and/or other statutory bodies / authority(ies), as may be applicable."

**Item No. 2:****To consider and if thought fit, to pass the following Resolutions as Special Resolutions:**

"RESOLVED that in accordance with the provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (collectively, 'the Act'), and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation for the time being in force, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('LODR Regulations'), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ('ILDS Regulations'), the uniform listing agreements entered into with the respective stock exchanges where the shares of the Company are listed ('the Stock Exchange(s)'), and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ('SEBI'), the Ministry of Corporate Affairs, the Stock Exchange(s), any other competent regulatory authority(ies), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its powers, including part or whole of the powers conferred by this resolution), the consent, authority, sanction and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on private placement basis up to 25,00,000 (Twenty Five Lakh) Non-Convertible Debentures ('NCDs') of Rs. 1,000 (Rupees One Thousand) each for cash for an amount aggregating up to ₹ 250,00,00,000 (Rupees Two Hundred and Fifty Crores) to such willing investors as the Board may deem fit ('Proposed Allottees')."

"FURTHER RESOLVED that without prejudice to the generality of the above, the NCDs shall be listed and be issued on the following terms:

- (i) That the NCDs to be so allotted shall be in dematerialised form and shall be in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- (ii) That the NCDs shall be secured and will be issued as per the terms approved by the Board."

"FURTHER RESOLVED that the Board be and is hereby authorised to make an offer to the Proposed Allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution."

"FURTHER RESOLVED that for the purpose of giving effect to the above, the Board be and is hereby authorised, in its entire discretion, to do all such acts, matters, deeds and things including without limitation, effecting any modification to the terms of the issue, to execute any agreements or other instruments, to settle any questions or difficulties that may arise, appoint consultants, valuers, merchant banker(s), legal advisors, other advisors and such other agencies as may be required and to take such actions or give such directions as the Board in its absolute discretion may deem fit, desirable, and/or necessary for the private placement of the NCDs, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"FURTHER RESOLVED that the Board be and is hereby authorised to apply for listing of the NCDs in one or more Stock Exchange(s), choose the Designated Stock Exchange for the purpose of issuance and listing of the NCDs, apply for International Securities Identification Number ('ISIN') for the NCDs, and to finalize and issue the Draft Letter of Offer, and the final Letter of Offer and to do all such acts, matters, deeds and things as may be necessary and expedient to give effect to the aforesaid resolutions."

"FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolutions."

"FURTHER RESOLVED that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**Item No. 3:****To consider and if thought fit, to pass the following Resolutions as Special Resolutions:**

"RESOLVED that pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), Sections 185 and 186 of the Companies Act, 2013 ('the Act') and the rules framed thereunder, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the

Members of the Company be and is hereby accorded to grant / avail loan / inter corporate deposits ('Loan'), as well as provision of guarantee or other security in connection therewith, of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore) to / from its related parties as per the provisions of Regulation 2(1)(zb) of the LODR Regulations, in one or more tranches, in terms of the provisions of the Act and the LODR Regulations, and on such other terms and conditions as may be agreed by the Board of Directors (hereinafter called the 'Board', which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution )."

"FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate

and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc., for the aforesaid grant / availing of Loans in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company."

"FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to the aforesaid resolutions."

Belgharia  
Kolkata – 700056  
Dated: 18<sup>th</sup> September 2020

By the order of the Board  
**K. K. Rajgaria**  
CFO

## NOTES:

1. In view of the ongoing COVID-19 pandemic and the need to ensure social distancing to avoid the spread of COVID-19, the Extra Ordinary General Meeting ('EGM') of the Company is proposed to be conducted through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') facility or such other mode as would be permissible by the Ministry of Corporate Affairs ('MCA').

Accordingly, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013 ('Act').

The Company has availed the services of M/s KFin Technologies Private Limited ('KFin'), who is also the Registrar & Share Transfer Agent ('RTA') of the Company, for providing remote e-voting facility & e-voting facility during the EGM and to conduct the EGM through VC.

**Members may note that VC / OAVM facility provided by KFin allows participation of 1000 Members on first-come-first-served basis.**

**Large Members (i.e., Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the EGM.**

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars, the Notice of the EGM will be sent to all the Shareholders of the Company whose email addresses are registered with the Company / Depository Participant(s) / RTA.

The Notice will also be available on the website of the Company at [www.texinfra.in](http://www.texinfra.in) and the Stock Exchanges where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

- Those Shareholders who are holding shares in physical mode and have not yet registered / updated their email addresses with the Company / RTA, are requested to visit the portal provided by the RTA at [https://ris.kfintech.com/email\\_registration](https://ris.kfintech.com/email_registration) to register their email addresses.

Alternatively, Shareholders may send a scanned copy of request letter providing their email address and mobile number, duly signed by the Shareholder (first shareholder in case of joint shareholding) along with cancelled cheque leaf, self-attested copy of PAN card and share certificate at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email addresses with their Depository Participant(s), are requested to register / update their email addresses with the relevant Depository Participant(s).

3. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts relating to the businesses at Item nos. 1 to 3 of the Notice as set out above, is annexed hereto.

The Board of Directors of the Company have considered and decided to include the above mentioned Items as Special business, as they are unavoidable in nature.

4. **A Member entitled to attend and vote at the EGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the EGM is being held through VC / OAVM pursuant to the MCA Circulars and the SEBI Circular, the requirement of appointing proxies is not applicable. The Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice since the EGM is being held through VC / OAVM.**

5. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the EGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to attend and vote at the EGM, to the Scrutinizer through e-mail at [geetaroychowdhury@gmail.com](mailto:geetaroychowdhury@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Corporate / Institutional Shareholders are encouraged to attend and vote at the EGM.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

7. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Tuesday, 6<sup>th</sup> October 2020 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the EGM.

8. The MCA has for the time being allowed companies to hold EGM through VC or OAVM till 30<sup>th</sup> September 2020. However, similar relaxation for Annual General Meetings ('AGMs') has since been provided by MCA till the end of calendar year 2020.

In view of the continuing onslaught of COVID-19 outbreak, the Company has made a specific request to the MCA for holding of EGM as well in a similar manner and it is expected that similar relaxations (as that of the AGMs) would be clarified by the MCA before 30<sup>th</sup> September for EGMs as well, and the same may be clarified by MCA before 30<sup>th</sup> September 2020. Therefore, the proposed EGM of the Company has been scheduled to be held through VC/OAVM or such other mode as would be permissible by the MCA.

9. To support the 'Green Initiative', Members are encouraged to register their e-mail addresses with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication from the Company through electronic mode.

## 10. Remote e-voting

A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the EGM. The Company is also providing the facility of e-voting during the EGM. The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury as the Scrutinizer for this purpose.

B. The instructions for remote e-voting are as under:

- i. Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com>
- ii. Enter the login credentials [i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iii. Put user ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character (@, #,\$,etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Infrastructure & Holdings Limited.

- vii. On the voting page, the Resolution description along with the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case the shares held by you will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the resolution.
- ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Tuesday, 6<sup>th</sup> October 2020** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:
- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space><E-voting Event number + Folio No.> or MYEPWD<space><DP ID + Client ID> to 9212993399.
- Example for NSDL:  
MYEPWD<SPACE>IN12345612345678
- Example for CDSL:  
MYEPWD<SPACE>1402345612345678
- Example for Physical:  
Event No. XXXXMYEPWD<SPACE>XXXX1234567
- b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call KFin toll free number 1800-3454-001.
- d) Member may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
11. The remote e-voting period commences at **9:00 a.m. on Thursday, 8<sup>th</sup> October 2020** and ends at **5:00 p.m. on Sunday, 11<sup>th</sup> October 2020**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Tuesday, 6<sup>th</sup> October 2020** may cast their vote electronically.
- The e-voting module shall be blocked for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.
12. The Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the EGM. However, such Member shall be entitled to attend the EGM.
- 13. Instructions for attending the EGM through Video Conference:**
- A. Members will be provided with a facility to attend the EGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for EGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.
- B. The facility for joining the EGM shall be kept open from 1:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the EGM, and may be closed at 2:15 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- Those Shareholder who are holding equity shares in physical form may send an email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the User ID and Password, or by following the procedure as mentioned in point no. 10 of this Notice.
- D. Members can participate in the EGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the EGM. However, for better experience and smooth participation, it is advisable to join the EGM through desktops / laptops with high-speed internet connectivity.

It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

**E. Speaker registration:** Shareholders who would like to express their views/ask questions during the EGM may log into <https://emeetings.kfintech.com/>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence on **Thursday, 8<sup>th</sup> October 2020 at 9:00 a.m.** and close on **Saturday, 10<sup>th</sup> October 2020 at 5:00 p.m.** Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the EGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

F. In case of any query regarding e-voting or technical assistance for VC/OAVM participation, members may contact Mr. Raj Kumar Kale, an official of KFin at 040-67162222 or the toll free No. 1800-345-4001 or write at [evoting@kfintech.com](mailto:evoting@kfintech.com).

#### 14. Instructions for Members for e-voting during the EGM :

- A. Only those Shareholders, who are present in the EGM 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 "Instapoll" available during the EGM.
- B. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the EGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- C. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.

15. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com/public/Faq.aspx> or contact RTA at Tel No. 1800 345 4001 (toll free) or any grievances may please be sent to the email or may be addressed to the Company at the e-mail [evoting\\_textinfra@texmaco.in](mailto:evoting_textinfra@texmaco.in).

16. The Results of the e-voting will be declared on or after the date of the EGM i.e. **12<sup>th</sup> October 2020**. The declared Results, along with the scrutinizer report will be available on the website of the Company at website [www.texinfra.in](http://www.texinfra.in) and on the website

of KFin; such Results will also be forwarded to the Stock Exchange(s) where the equity shares of the Company are listed.

17. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

#### Explanatory Statement:

##### Item No. 1:

Keeping in view the Company's existing and future financial requirements including in order to support its upcoming projects, the Company may be required to raise funds/finances from various banks and/or financial institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, the free reserves and the securities premium of the Company. Hence, it is proposed to increase the maximum borrowing limits up to ₹ 800,00,00,000 (Rupees Eight Hundred Crores). Further, in order to facilitate securing the borrowing made by the Company, it may be necessary to create charge on the assets on whole or part of an undertaking of the Company.

Pursuant to Section 180 of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium at any given time except with the consent of the Members of the Company in a general meeting.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except upto their shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolutions as Special Resolutions.

##### Item No. 2:

Keeping in view the Company's existing and future financial requirements including in order to support its upcoming projects, the Company is raising funds. For this purpose, it is proposed to borrow by way of issuance of Non-convertible Debentures ('NCDs') of the Company up to ₹ 250,00,00,000 (Rupees Two Hundred and Fifty Crores), in one or more tranches, on a private placement basis to banks and/or financial institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit.

Further, in order to facilitate securing the borrowings made by the Company, it may be necessary to create charge on one or more of the assets of the Company, and/or on whole or part of any undertaking of the Company.

Pursuant to Section 42 of the Companies Act, 2013 ('Act') and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the shareholders of the company, by way of a Special resolution for each of the offers or invitations. Also, in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180 of the Act, it shall be sufficient if the company passes a special resolution only once in a given year in respect of all the offers or invitations for such debentures during the year.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except up to their shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolutions as Special Resolutions.

#### **Item No. 3:**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders. A transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Further, the value of the proposed transaction in this specific instance exceeds 10% of the consolidated turnover of the Company. Hence this transaction amounts to a material related party transaction within the meaning of Regulation 23(1) of the LODR Regulations, and therefore requires the approval from the Members of the company.

Section 185 of the Companies Act, 2013 ('the Act') provides that a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company's related parties are covered under the provisions of Section 185 of the Act. Further Section 186 of the Act states that no company shall directly or indirectly give any loan to any person or other body corporate / give any guarantee or provide security in connection with a loan to any other body corporate or person; and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more without approval of the Shareholders.

The Board has unanimously approved the above proposals in Item no. 3 at its meeting held on 9<sup>th</sup> September 2020.

Regulation 23(7) of LODR Regulations, provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote to approve the above resolution.

Except Mr. Saroj Kumar Poddar, Ms. Jyotsna Poddar and Mr. Akshay Poddar and their relatives who hold directorship in related parties, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolutions as Special Resolutions.