

# SHRI VASUPRADA PLANTATIONS LIMITED

## (formerly Joonktollee Tea & Industries Limited)

Regd. Office: 21, Strand Road, Kolkata – 700 001

☎ : +91 (33) 2230 9601 • Email : info@svpl.in

Website: www.svpl.in • CIN : L01132WB1900PLC000292

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### POSTAL BALLOT NOTICE

*(Pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)*

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Shri Vasuprada Plantations Limited** (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

**In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.**

The Board of Directors of 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 Postal Ballot through remote e-voting process in a fair and transparent manner.

Remote e-voting period shall commence on Wednesday, 10<sup>th</sup> April, 2024 (9:00 A.M. IST) and end on Thursday, 9<sup>th</sup> May, 2024 (5:00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions mentioned under the head ‘General Information and Instructions for e-voting’ in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through e-voting process not later than 5:00 P.M. (IST) on Thursday, 9<sup>th</sup> May, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) of the Company to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days or three days, whichever is earlier, from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized person of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company at [www.svpl.in](http://www.svpl.in), on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Ltd. and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 9<sup>th</sup> May, 2024.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**APPOINTMENT OF MR. MANISH KUMAR BIHANI (DIN : 00914698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1C), 25(2A) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval by the Board, Mr. Manish Kumar Bihani (DIN: 00914698) who was appointed as an Additional Director of the Company in the Independent Category with effect from 30th March, 2024 and who holds the office upto the date of this Meeting, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 30th March, 2024.”

“**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. 2**

**CONTRIBUTION OF FUNDS TO CHARITABLE OR OTHER PURPOSES IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 181 OF THE COMPANIES ACT, 2013**

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder (the Act), consent of the members of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of the Company or the welfare of its employee, for taking up of any programme, activities of social, cultural, educational, sports, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding to Rs. 50,00,000/- (Rupees Fifty lakhs) or 5% of the Company's average net profits of last 3 (three) immediately preceding financial years, whichever is greater, in any financial year.”

“**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.”

**By the Order of the Board**  
**For Shri Vasuprada Plantations Limited**  
Sd/-  
**S. Bagree**  
Company Secretary  
ACS No. 21047

**Place: Kolkata**  
**Date: March 30, 2024**

## NOTES:

1. The Explanatory statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder setting out all material facts in relation to Special Business is annexed hereto.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appears in the Register of Members maintained by the Depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 5<sup>th</sup> April, 2024 (the “Cut-Off Date”) and who have registered their e-mail address, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Maheshwari Datamatics Pvt. Ltd. (“RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purpose only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by sending an email to Company Secretary of the Company at [info@svpl.in](mailto:info@svpl.in) or by sending a request to Registrar and Share Transfer Agent of the Company through email at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or contact at +91 033 2243 5029. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
6. The e-voting rights of the Members shall be reckoned on the shares held by them as on Friday, 5<sup>th</sup> April, 2024, being the Cut-off Date for the purpose. Members of the Company holding shares either in dematerialized or in physical form, as on the Cut-off Date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A Member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional Members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to [scrutiniser@rediffmail.com](mailto:scrutiniser@rediffmail.com).
9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Remote e-voting period shall commence on Wednesday, 10<sup>th</sup> April, 2024 (9:00 A.M. IST)) and end on Thursday, 9<sup>th</sup> May, 2024 (5:00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date, i.e. Friday, 5<sup>th</sup> April, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
11. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Thursday, 9<sup>th</sup> May, 2024. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members.

12. This Notice shall also be available on the website of the Company at [www.svpl.in](http://www.svpl.in), on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@svpl.in](mailto:investors@svpl.in)

**GENERAL INFORMATION AND INSTRUCTIONS FOR E-VOTING:**

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically through e-voting services provided by CDSL on the resolution set forth in this notice.
- (ii) The e-voting period begins on Wednesday, 10th April, 2024 **(9:00 A.M. IST)** and ends on Thursday, 9th May, 2024 **(5:00 P.M. IST)** (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off Date Friday, 5<sup>th</sup> April, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, he / she shall not be allowed to change it subsequently or cast vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 <b>NSDL</b>	<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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on 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</li> </ol>

	<p>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 redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Members’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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 e-Voting period.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

- (iv) 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>	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-voting for **Shareholders other than individual Shareholders holding shares in Demat form and Physical Shareholders.**

- a. The Shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on “Shareholders” module.
- c. Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with Company.
- d. Next enter the Image Verification as displayed and Click on Login
- e. 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 e-Voting of any company, then your existing password is to be used
- f. If you are a first-time user follow the steps given below:

<b>For Shareholders other than individual Shareholders holding shares in Demat form and Physical Shareholders</b>	
PAN	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.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in demat mode 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 account 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.
- i. For Shareholders holding shares in physical mode, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j. Click on the EVSN for < **Shri Vasuprada Plantations Limited** > on which you choose to vote.
- k. 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.
- l. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on "**Click here to print**" option on the voting page.
- p. 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.
- q. **Facility for Non – Individual Shareholders and Custodians –For e-voting**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "**Corporates**" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [scrutiniser@rediffmail.com](mailto:scrutiniser@rediffmail.com) and to the Company at the email address viz; [investors@svpl.in](mailto:investors@svpl.in)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(vi) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES**

- For Physical Shareholders- Please provide necessary details like Folio No., Name of Shareholders, 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 [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant.
- For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant which is mandatory while e-voting through Depository.

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 e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

or contact 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.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43 or on toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 30, 2024, approved the appointment of Mr. Manish Kumar Bihani (DIN: 00914698), as an Additional Director on the Board of the Company in Independent category with effect from March 30, 2024 for a continuous period of five years, subject to approval by the shareholders of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Manish Kumar Bihani holds office upto the date of this Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Manish Kumar Bihani for the office of Independent Director of the Company.

The Company has received declaration from Mr. Manish Kumar Bihani to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations. He has also given declaration to the effect that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Manish Kumar Bihani, proposed to be appointed as Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and that he is independent of the Company's management. With regard to integrity, expertise and experience (including the proficiency) of the Independent Director appointed, the Board of Directors are of the opinion that the appointed Independent Director is a person of integrity and possess relevant expertise required for discharge of his duties as an Independent Director and his association as Director will be of immense benefit and in the best interest of the Company. Mr. Bihani has registered himself in the data bank of Independent Director maintained with the Indian Institute of Corporate Affairs, Manesar (IICA) in terms of Section 150 of the Act read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Copy of draft letter of appointment of Mr. Manish Kumar Bihani setting out the terms and conditions of appointment is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.

The Board considers the appointment of Mr. Manish Kumar Bihani, as an Independent Director, in the interest of the company and recommends the Special Resolution as set out in Item No. 1 for the approval of the Members.

Except the appointee Director and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

### **ITEM NO. 2**

Section 181 of the Companies Act, 2013 empowers the Board of Directors to contribute to bona fide charitable and other funds provided that the aggregate amount of such donations in any financial year does not exceed five percent of its average net profits for the three immediately preceding financial years. For contribution of more than the said limit of five percent, prior permission of shareholders is required.

The Company receives request from time to time for contribution to charitable, NGO and other funds for various noble causes. The Company has to make donations for fulfilment of social responsibility and help its commitment towards the society.

Approval of the shareholders is being sought authorising the Board for donation upto Rs.50,00,000 (Rupees Fifty lacs) or 5% of the Company's average net profits of last 3 (three) immediately preceding financial years whichever is greater, in any financial year.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in the proposed resolution.

Your Directors recommend the resolution for approval as an Ordinary Resolution.

**Details of Directors seeking appointment [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. MANISH KUMAR BIHANI
Director Identification Number (DIN)	00914698
Date of Birth	4 <sup>th</sup> August, 1970 / 54 years
Nationality	INDIAN
Date of first appointment on Board	30 <sup>th</sup> March, 2024
Designation	Non-Executive Independent Director
Qualifications	Graduate
Expertise in specific functional areas	He is a Commerce Graduate and has about 35 years of experience in Business and Corporate Management. He brings a wealth of experience and financial acumen to the Company's Board. His vast experience in the realm of corporate governance will be of great benefit to the Company.
Directorships held in other Companies including listed companies and excluding foreign companies as on date of this Notice  ^Listed Company	Kherapati Vanijya Ltd^ Synthetic Moulders Ltd Mangalam Products Private Limited Vijayluxmi Ltd Shree Ashtavinayak Minerals Private Limited Avanti Biotech Private Limited Biobotic India Private Limited Visioncraft Industries (India) Private Limited Olympia (India) Pvt Ltd Gokul Infraproject Private Limited Gokul Realcon Private Limited Gandeshwari Impex Private Limited Suvridhi Infrastructures Private Limited Anjum Investments Pvt Ltd Satyam Ores Private Limited Trupati Balaji Constructions Pvt Ltd Saptarishi Estates Private Limited The Oriental Company Limited
Name of listed entities from which the person has resigned in the past three years.	Nil
Membership /Chairmanship of Committees of the Board of the Company	Nil
Memberships / Chairmanships of committees of other listed companies *	<u>Audit Committee</u> Kherapati Vanijya Ltd. (Chairman)
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held in the Company	Nil
Terms and conditions of appointment/re-appointment	Mr. Manish Kumar Bihani has been appointed as an Independent Director by the Board of Directors w.e.f. 30.03.2024 and approval of the shareholders is being sought for appointment as an Independent Director.
Details of remuneration sought to be paid	Entitled to sitting fees for attending Board or Committee meetings thereof and reimbursement of expenses for participating in the Board and other meetings
Justification for appointment, the skills and capabilities required for the role and manner in which the proposed person meets such requirements	In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Manish Kumar Bihani, is a person of integrity and possess the expertise, requisite qualifications and relevant experience in the fields of finance and corporate governance etc. for performing his role as an Independent Director of the Company.
Number of meetings of the Board attended during the Financial Year 2023-2024	1 out of 1 (w.e.f. 30 <sup>th</sup> March, 2024)

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

**By the Order of the Board**  
**For Shri Vasuprada Plantations Limited**

Sd/-

**S. Bagree**

Company Secretary

ACS No. 21047

Place: Kolkata

Date: March 30, 2024