



OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

To
Dept. of Corp. Serv. (CRD)
BSE Limited
Floor No. 25, P.J. Towers
Dalal Street
Mumbai 400 001

Date: September 05, 2020

Dear Sir,

Ref : Script Code 538894

Sub: Annual Report and Notice convening the 28th Annual General Meeting for the F.Y 2019-2020

Pursuant to the provisions of Regulation 34(1) and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof please find enclosed herewith a copy of the Annual Report of Octal Credit Capital Limited ("the Company") for the F.Y- 2019-2020 along with the Notice convening the Twenty Eighth, Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Tuesday, the 29th day of September, 2020 from 1:00 p.m. onwards via video Conferencing (VC)/ Other Audio Visual Means (OAVM). The Annual Report & notice to the twenty eighth AGM for the F.Y. 2019-2020 is also available on the website of the Company at www.occl.co.in

In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs vide Circular no 20/2020 dated 5th May 2020 read with circular 14/2020 dated 8th April 2020 and Circular 17/2020 dated 13th April 2020 respectively (hereinafter referred to as "SEBI Circular") has permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, prescribing the procedures and manner of conducting Annual General Meeting such VC/OAVM, and dispensed with the personal presence of members at a meeting held at a common venue.

In compliance with the afore-mentioned MCA Circulars and SEBI Circulars, the Annual Report of the Company for the FY 2019-2020 and Notice of the 28th AGM has been sent through email to all the members whose email ids are registered with the Company/Depository Participant.

BOOK CLOSURE - Further Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, and clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd Day of September, 2020 to 29th Day of September, 2020, both days inclusive.

EVOTING - In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Members are provided with the facility of e-voting on all resolutions set forth in the Notice. The e-voting period commences on Saturday, September 26, 2020 from 9.00 a.m. and ends on Monday, September 28, 2020 at 5.00 p.m. The result of the e-voting shall be announced after the AGM of the Company. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote through remote e-Voting are eligible to vote at the AGM

Yours Truly

For OCTAL CREDIT CAPITAL LTD.

S. Arora
Shyam Arora
CFO



CC To: The Secretary,

The Calcutta Stock Exchange Ltd.

7, Lyons Range

Kolkata -700001

16A, Shakespeare Sarani, Unit II, 2nd Floor, Kolkata-700 071 (India)

Phone : (033) 2282-6815, 2282-6818, 2282-6899 | Fax : (033) 2231-4193

E-mail : octal1@cal2.vsnl.net.in | octalcredit1992@gmail.com | Website : www.occl.co.in

OCTAL CREDIT CAPITAL LIMITED

CIN : L74140WB1992PLC055931

REGISTERED OFFICE : 16A, SHAKESPEARE SARANI, UNIT-II, 2ND FLOOR, KOLKATA - 700 071

Ph no. 033-2282-6815/6818/6899, Fax no. 033-2231-4193

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ANNEXURE TO THE NOTICE FOR THE 28th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29th DAY OF SEPTEMBER, 2020

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Rules 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, 29th Day of September, 2020 at 1.00 P.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
114241		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
26TH September, 2020 at 9:00 A.M. (IST)	28TH September, 2020 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board

Place: Kolkata
Date: 05.09.2020

Sweety Dassani
Company Secretary

Encl: AGM Notice / Annual Report

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the members of Octal Credit Capital Limited ("the Company") will be held on Tuesday the 29th day of September 2020 at 1.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business The venue of the meeting shall be deemed to be the registered office of the Company situated at "16A, Shakespeare Sarani, Unit II, 2nd Floor, Kolkata 700 001

ORDINARY BUSINESS

1. To consider and adopt the Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Dilip Kumar Patni (DIN 01069986) who retires by rotation and, being eligible, offers himself for reappointment.

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, approval of the Board be and is hereby accorded for re-appointment of Dilip Kumar Patni (DIN 01069986), Director , who shall retire by rotation at the ensuing Annual General Meeting and be re appointed as Director of the company."

SPECIAL BUSINESS

3. **TO REAPPOINT MR. ARIHANT PATNI (DIN: 07210950) AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 178, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules thereon (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) , the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to MR. ARIHANT PATNI (DIN: 07210950) AS WHOLE TIME DIRECTOR OF THE COMPANY for a period of 5 consecutive years effective from 29TH March 2021, on the terms and conditions as contained in the Agreement executed by and between Mr. ARIHANT PATNI and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice with liberty to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as

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may acceptable to within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration and other terms and conditions as detailed in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from (2) time to time, to be paid to Mr. ARIHANT PATNI be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

4. TO REAPPOINT BIJAY KUMAR BAGRI (DIN 01408485) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 YEARS, NOT LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, approval of the members be and is hereby accorded for re-appointment of BIJAY KUMAR BAGRI (DIN 01408485) as an Independent Director of the Company, not liable to retire by rotation, for his second term of three consecutive years with effect from November 04, 2019 upto November 03, 2022.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC, Kolkata and do all such acts and execute and sign all documents, papers, forms etc as may be required to give effect to the said resolution and also do the necessary intimation to respective stock exchanges and other regulatory authorities.”

5. TO REAPPOINT SHAMBHU NATH JAJODIA (DIN 00359900) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 YEARS, NOT LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, approval of the members be and is hereby accorded for re-appointment of SHAMBHU NATH JAJODIA (DIN 00359900) as an Independent Director of the Company, not liable to retire by rotation, for his

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second term of three consecutive years with effect from November 04, 2019 upto November 03, 2022.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC, Kolkata and do all such acts and execute and sign all documents, papers, forms etc as may be required to give effect to the said resolution and also do the necessary intimation to respective stock exchanges and other regulatory authorities.”

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, wherein social distancing norms are to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) along with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, prescribing the procedures and manner of conducting the Annual General Meeting through such VC/OAVM, and dispensed with the personal presence of members at a meeting held at a common venue.

In terms of the said circulars and in compliance with provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Twenty Eighth Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. National Securities Depositories Limited (‘NSDL’) will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

2. Information under Regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 and amendments thereof and as required under Secretarial Standards on General Meeting (SS-2), issued by the Institute of Company Secretaries of India, in respect of Directors proposed to be appointed/re-appointed at this AGM is provided in the Annexure to this Notice.
3. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dispensed with for this AGM to be held through VC/OAVM. Accordingly, the Proxy Form and Attendance Slips are not annexed to this Notice.
4. However, pursuant to Section 113 of Companies Act, 2013, Body Corporate are entitled to appoint authorised representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-

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mail at patnibl@yahoo.com with a copy marked to evoting@nsdl.co.in

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon read with Regulation 42(5) of SEBI (LODR) Regulations, 2015 the Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive)**.
7. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of, physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM indicating the process and manner of Electronic Voting are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www. Occl.co.in](http://www.Occl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed and traded, viz, www.bseindia.com and www.cse-india.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company i.e. Niche Technologies Pvt Ltd. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. All Statutory Registers and other relevant documents referred to in the Notice, Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the AGM held through VC/OAVM upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.occl.co.in. Members holding shares in physical form may email the same to Company's RTA, Niche Technologies Pvt Ltd at nichetechpl@nichetechpl.com. Members holding shares in electronic form may submit the same to their respective depository participant.
11. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or

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transposition of securities. However Members can continue to hold shares in physical form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Niche Technologies Pvt Ltd, for assistance in this regard.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN and bank account details for all members holding share in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Secretarial Department of the Company through email at octalcredit1992@gmail.com or to Company's RTA, M/s. Niche Technologies Pvt Ltd through email at nichetechpl@nichetechpl.com. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole/ first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
13. As per Regulation 40(7) of the SEBI (LODR) Regulations, 2015, as amended, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. In case of transmission of shares held in physical mode, it is mandatory to furnish a self-attested copy of the PAN Card of the legal heir(s) / Nominee(s).
14. 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 AGM.
15. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.
16. At the 25th AGM held on 20th September 2017 the Members approved appointment of M/s M/s VASUDEO & ASSOCIATES, Chartered Accountants (Firm Reg. No. 319299E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 30th AGM to be held in the year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
17. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, Niche Technologies Pvt Ltd, at the address mentioned below:

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NICHE TECHNOLOGIES PRIVATE LIMITED

7th Floor, Room No. 7A & 7B,

3A, Auckland Place, Kolkata 700 017

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:

19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, , Secretarial Standards- 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries Of India and Regulation 44 of SEBI (LODR) Regulations 2015, as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide its' members with the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Eighth AGM by electronic means and the business may be transacted through e-Voting Services on all resolutions set forth in this notice. For the said purpose, the Board of Directors of the Company has engaged the services of National Securities Depository Limited (NSDL).
20. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on the cut- off date, i.e. Tuesday, 22nd day of September, 2020. Only those Members whose names are recorded 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 as well as avail the facility of e- voting at the AGM through VC/ OAVM. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
21. The remote e-voting period commences on **Saturday, the 26th day of September, 2020 (9.00.A.M. IST) and ends on Monday, the 28th day of September, 2020 (5.00 P.M. IST)**, after which remote e-voting will be blocked by NSDL. During this period members of the Company, holding shares as on the **cut-off date i.e** Tuesday, 22nd day of September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
22. The facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
23. The details of the procedure and instructions for e-voting /joining the Twenty Eighth AGM, as applicable areas follows:

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Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 to Log-in to NSDL e-Voting system are mentioned below :

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

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The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contain your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered with the Depository, please follow steps mentioned below in notice in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below :

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Octal Credit Capital Limited
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

PROCEDURE FOR E-VOTING ON THE DAY OF AGM :

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

GENERAL INFORMATION FOR SHAREHOLDERS

24. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
25. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, ‘Trade World’, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796.
26. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e Tuesday, 22nd day of September, 2020, may cast their votes electronically through remote e-voting by obtaining the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use your existing user ID and password for casting your vote. If he/she forgets his/her password, he/she can reset the password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
27. Mr. Babu Lal Patni, Practising Company Secretary (Membership No. F2304) has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the

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same..

29. In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of AGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.occl.co.in and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the declaration of result. The results shall also be immediately forwarded to the exchanges, where the shares of the company are listed & traded. The results shall also be displayed on the notice board at the registered office of the company.
30. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**
- If your email is already registered with Company/Depository participant, login details for e-voting will be sent on your registered email address.
 - In case you have not registered your email address with the Company / Depositories participant, please follow below instructions to register your email address for obtaining Annual Report and login details for e-voting:

Physical Holding	Send a request to the Niche Technologies Pvt Ltd , Registrar and Share Transfer Agent of the company at nichetechpl@nichetechpl.com . with scan copy of signed request letter, providing name of shareholder, Folio No., scanned copy of the share certificate (front and back) and self attested scan copy of Pan Card and Aadhar card for registering email address
Demat Holding	Please contact your Depository Participant and register your email address as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER :

31. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials and selecting the EVEN for Company's AGM. 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 the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
32. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit

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Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

33. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/ +91 9326781467.
34. Members are requested to join the Meeting through Laptops for better experience and members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
35. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP ID and Client Id / Folio No., e-mail id, mobile number at octalcredit1992@gmail.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Tuesday, 22nd day of September, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
36. Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Thursday, September 24, 2020 (9:00 A.M. IST) to Saturday, September 26, 2020 (5:00 P.M. IST) at octalcredit1992@gmail.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
37. Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Friday, September 25, 2020 through e-mail at octalcredit1992@gmail.com and the same will be suitably replied by the Company.

By Order of the Board

Place: Kolkata
Date: 05.09.2020

Sweety Dassani
Company Secretary

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ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE TWENTY EIGHTH ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI

Name	Mr. Dilip Kumar Patni	Mr. Arihant Patni	Mr. Bijay Bagri	Mr. Shambhu Nath Jajodia
DIN	01069986	07210950	01408485	00359900
Age	52	28	50	59
Qualification	Chartered Accountant	B. Com	Chartered Accountant	Chartered Accountant
Experience	28 Years	8 Years	27 Years	35 Years
Expertise in specific functional Area	Corporate Law & Finance	Finance & Banking	Finance	Finance
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 2 of this notice.	The details are provided in the resolution at Item no. 3 of this notice.	The details are provided in the resolution at Item no. 4 of this notice.	The details are provided in the resolution at Item no. 5 of this notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31 st March 2020	Nil	Rs. 20000/- per month	Nil	Nil
Date of first appointment on the Board	15.06.1993	29.03.2016	03.09.1994	03.09.1994
Relationship with other Directors /	Husband of Mrs. Vandana Patni and Uncle of Mr. Arihant	Nephew of Mr. Dilip Kumar Patni & Mrs.	N.A.	N.A.

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KMP	Patni	Vandana Patni		
Directorship held in other Companies	<ol style="list-style-type: none"> 1. PATNI RESOURCES PVT LTD 2. NICHE TECHNOLOGIES PRIVATE LIMITED 3. TRANS SCAN SECURITIES PRIVATE LIMITED 4. GEMINI VINIMAY PRIVATE LIMITED 5. PACE CART PRIVATE LIMITED 6. NIRMALKUNJ PROJECTS PRIVATE LIMITED 7. TEENLOK BUILDERS PRIVATE LIMITED 8. LIFEFRESH REALCON PRIVATE LIMITED 9. OCTAL REALCON PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. NICHE TECHNOLOGIES PRIVATE LIMITED 2. JAGMAG CONSULTANTS PRIVATE LIMITED 	<ol style="list-style-type: none"> 1 C & E LIMITED 2. NORTEX DYE CHEM PRIVATE LIMITED 3. NORTEX CHEM PVT LTD 	<ol style="list-style-type: none"> 1. GSA RETAIL LIMITED 2. GSA BEVERAGES AND WINERIES PRIVATE LIMITED 3. GSA KNITTING AND DYEING WORKS PRIVATE LIMITED
Membership / Chairmanship of the Committee of	Nil	Nil	Nil	Nil

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the Board of Directors of other Companies in which he/she is a Director				
Number of Equity Shares held in the Company as on 31.03.2020	16000	Nil	Nil	Nil

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, re-appointment of Mr. Arihant Patni (holding DIN 07210950), as the Whole-time Director of the Company with effect from 29th March, 2021, for a period of Five years. Mr. Arihant Patni will discharge the functions of a Whole-time Director of the Company. The Board is confident about Mr. Arihant Patni being able to function and discharge his duties in an able and competent manner. Considering his experience in various fields, the Board recommends confirmation of the appointment of Mr. Arihant Patni as Whole-time Director of the Company for a period of Five years with effect from 29th March, 2021 on the terms as to remuneration, allowances etc. as set out in the resolution being item No. 3 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law. Mr. Arihant Patni is related to Mr. Dilip Kumar Patni & Mrs. Vandana Patni (Directors) of the Company. The Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following :-

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee has already approved the remuneration payable to Mr. Arihant Patni, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The Board commends the Special Resolution set out at Item No.3 of the accompanying Notice for the approval by the Members.

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Item No. 4

Mr. Bijay Kumar Bagri (DIN 01408485) is the non-executive Independent director of the Company. He was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. Bagri hold office as an Independent Director of the Company upto 03.11.2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act. Mr. Bagri is also member of audit committee and nomination and remuneration committee of the Company. As on date, he does not hold for himself or for any other person any shares on a beneficial basis in the company. Mr. Bijay Kumar Bagri is FCA having 28 years of rich experience in Corporate Law matters, Audit, Taxation, Loan Syndication, Mergers & Acquisitions, Business Re-Engineering & Structuring. He is also associated with several other organizations and NGOs. In the opinion of the Board, Mr. Bagri fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management. The Board of Directors of the Company ('the Board') at its' meeting held on 04.11.2019, on the recommendation of the Nomination & Remuneration Committee, and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Bagri would be beneficial to the Company and it is desirable to re-appoint Mr. Bagri as an Independent Director of the Company, not liable to retire by rotation, for a second term of Three consecutive years w.e.f. 04.11.2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof. Further, the Company has received from Mr. Bagri all necessary disclosures with regards to his re-appointment as Independent Director of the Company Copy of the appointment of Mr. Bagri setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (between 11 A.M. to 1 P.M.) on all working days, except Saturday & Sunday. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Bagri has been received by the Company. The Board recommends the resolution set forth in Item no 4 for the approval by the shareholders of the Company as SPECIAL RESOLUTION. Additional information in respect of Mr. Bijay Bagri, pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided in annexure to this notice. None of the other Directors, Key Managerial Personnel and their respective relatives, except Mr. Bagri, being an appointee are concerned or interested, financially or otherwise, in the proposed Resolutions mentioned at Item No. 4 of the Notice.

Item No. 5

Mr. Shambhu Nath Jajodia (DIN 00359900) is the non-executive Independent director of the Company. He was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. Jajodia hold office as an Independent Director of the Company upto 03.11.2019 ('first term') in terms of the explanation to

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Sections 149(10) and 149(11) of the Act. . Mr. Jajodia is also the chairman of the audit committee and nomination and remuneration committee of the Company. As on date, he does not hold for himself or for any other person any shares on a beneficial basis in the company. Mr. Jajodia is FCA, having more than 30 years of rich experience in Corporate Law, Taxation, Business Re-Engineering & Structuring. He is also associated with several other organizations and NGOs. In the opinion of the Board, Mr. Jajodia fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management. The Board of Directors of the Company ('the Board') at its' meeting held on 04.11.2019, on the recommendation of the Nomination & Remuneration Committee, and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Jajodia would be beneficial to the Company and it is desirable to re-appoint Mr. Jajodia as an Independent Director of the Company, not liable to retire by rotation, for a second term of Three consecutive years w.e.f. 04.11.2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof. Further, the Company has received from Mr. Jajodia all necessary disclosures with regards to his re-appointment as Independent Director of the Company Copy of the appointment of Mr. Jajodia setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (between 11 A.M. to 1 P.M.) on all working days, except Saturday & Sunday. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Jajodia has been received by the Company. The Board recommends the resolution set forth in Item no 5 for the approval by the shareholders of the Company as SPECIAL RESOLUTION. Additional information in respect of Mr. Jajodia, pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided in annexure to this notice. None of the other Directors, Key Managerial Personnel and their respective relatives, except Mr. Jajodia, being an appointee are concerned or interested, financially or otherwise, in the proposed Resolutions mentioned at Item No. 5 of the Notice.

By Order of the Board

Place: Kolkata
Date: 05.09.2020

Sweety Dassani
Company Secretary