

# TUNKAI INDIA LIMITED

Regd. Office:23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata – 700001

CIN: L45203WB1984PLC038013

Email:tunkai@dhanshreegroup.com, Website:www.tunkaiindia.com

Tel. No. (033)22426885

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To,

The Shareholders,

## POSTAL BALLOT NOTICE

### **[NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT]**

Dear Member(s),

Notice is hereby given that pursuant to section 110 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s), or re-enactment thereof for the time being in force and as may be enacted thereafter (the “Act”) read with Rule 22 of the Companies (Management And Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated 05.05.2020, Circular No. 22/2020 dated June, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 , Circular no. 02/2022 dated 05.05.2022, Circular no. 10/2022 dated 28.12.2022 and Circular no. 09/2023 dated 25.09.2023 issued by Ministry of Corporate Affairs and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and the resolution passed by the Board of Directors of the Company at its meeting held on 19<sup>th</sup> December 2023, to consider and if found fit, to pass the following resolution as a Special Resolution through postal ballot.

The proposed Special Resolution and the Explanatory Statement pertaining thereto setting out all the material facts concerning the resolution and the reasons thereof along with a Postal Ballot Form are appended below for the consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution.

### **SPECIAL BUSINESS**

#### **Item No. 1 : To Consider And Approve Limit Of Advancing Loan Under Section 185 Of The Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 179, 185, 186 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company [the “Board”, which expression shall also include an Authorised

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Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution] to advance loan and / or place Inter-Corporate Deposits with Kapilesh Stock Holding Private Limited and / or any other Group Companies or any other body corporate in which any of the Directors of the Company are interested / deemed to be interested, upto an aggregate amount not exceeding Rs. 25 crore (Rupees Twenty Five Crore) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

**Item 2: To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- (a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 25 crore, (Rupees Twenty Five Crore) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed 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.

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**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

**For Tunkai India Ltd**

**Sd/-**

**DAULAT SINGH SURANA**

**Wholetime Director**

**DIN: 00313888**

**Place: Kolkata**

**Date: 19.12.2023**

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of the business specified above and reasons for the proposed Special Resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. In accordance with Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the item of business set out in the Notice is required to be passed through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot.
3. The Board of Directors at their meeting held on 19<sup>th</sup> December, 2023 have appointed Ms. Neha Yadav, Practising Company Secretary (CP No: 26160) as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
4. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on Tuesday, 12<sup>th</sup> day of

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December, 2023 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

5. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members as on the cut-off date, i.e., Tuesday, 12<sup>th</sup> day of December, 2023.
6. In accordance with the provisions of Section 110 of the Companies Act, 2013 and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their e-mail ids with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by registered post or courier. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can fill the attached Postal Ballot Form along with this notice or seek duplicate Postal Ballot Form from the registered office of the Company, fill in the relevant details and send it to the Scrutinizer.
7. A Postal Ballot Form and a self-addressed postage envelope are attached to this Notice. The self-addressed postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the shareholder.
8. The date of dispatch of the notice of postal ballot will be announced through advertisements in at least 1 (one) English newspaper and 1 (one) Bengali newspaper, each with wide circulation in Kolkata (WB), where the Registered Office of the Company is situated.
9. The Shareholders are requested to carefully read the instructions and the notes and return the form duly completed in the attached self-addressed postage envelope (the “Envelope”); in each case, so as to ensure that the duly completed and signed ballot forms reach the scrutinizer on or before 24<sup>th</sup> January, 2024. The voting period begins on Tuesday, the 26<sup>th</sup> December, 2023 and shall end at 5:00 p.m. on Wednesday, the 24<sup>th</sup> January, 2023. During this period, the members of the Company holding shares in physical form as on the cut-off date (record date) of 12<sup>th</sup> December, 2023 may cast their vote.
10. Postal Ballot Notice shall be uploaded on the Company’s website viz., [www.tunkaiindia.com](http://www.tunkaiindia.com)
11. The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on 25<sup>th</sup> January, 2024 at the registered office of the company at **23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata 700001**. The day on which the results of the Postal Ballot are announced by the Company would be the date on which the Special Resolution is passed.

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12. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and any other matter in this regard shall be final and binding.
  13. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
  14. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working day, except Sunday between 11.00 AM and 3.00 PM upto the date of announcement of the results of the Postal Ballot.
  15. Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.

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

### **Item no. 1**

One of the Sister concern Kapilesh Stock Holding Private Limited of the Company in which the Directors of the Company are interested / deemed to be interested has approached to the Company for a assistance of a loan upto an amount of Rs. 2 Crore. So, the Board of Directors of the Company at its Meeting held on 19 December, 2023 decided to seek prior approval of the shareholders for the loan already given and to advance any loan / place Inter-Corporate Deposits to its group Company or Sister Concern upto a certain amount on such terms and conditions including interest and tenure, as may be beneficial in the interest of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of the Company to evaluate proposals and provide such loan / Inter-Corporate Deposits to Group Companies through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for their principal business activities, on such terms and conditions including interest and tenure, as they may in their absolute discretion deem necessary in the best interest of the Company. The rate of interest on Inter-Corporate Deposits shall be calculated based on the Government Security Rates for the respective tenure and the applicable spread i.e. premium for business / financial risk. In any event, the rate of interest on the Inter- Corporate Deposits will not be lower than the prevailing yield of Government Security closest to the tenor of the Inter-Corporate Deposits.

Your Directors recommend the Special Resolution for approval of the shareholders. None except Directors of the Company, the Key Managerial Personnel and their relatives are, in any way, concerned or interested in the resolution to the extent of their shareholding in the Company.

### **Item no. 2**

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate;

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(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent 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.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

As per the latest audited Balance Sheet of the Company as on 31<sup>st</sup> March 2023, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.1,82,47,740 while one hundred per cent of its free reserves and securities premium account amounts to Rs.1,84,67,400.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Postal Ballot Notice, for Members' approval.

None except Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution to the extent of their Shareholding in the Company, if any.

**By Order of the Board  
For Tunkai India Ltd**

**Sd/-**

**DAULAT SINGH SURANA**

**Whole time Director**

**DIN: 00313888**

**Place: Kolkata**

**Date: 19.12.2023**

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Serial No.

## **POSTAL BALLOT FORM**

[To be returned to Scrutinizer appointed by the Company]

1. Name and address of Shareholder(s) of the :  
Sole/first named Shareholder (in block letters)
2. Name(s) of Joint Holder(s), if any (in :  
block letters)
3. Registered Folio No.\* :  
(\*Applicable to Shareholders holding Shares  
In physical form)
4. DP ID No & Client ID No. \*\* :  
(\*\*Applicable to Shareholders holding  
Shares In dematerialized form)
5. Number of Shares held :
6. I/We hereby exercise my/our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 19<sup>th</sup> December, 2023 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (✓) in the appropriate box below:

Description of the Resolution	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
Special Resolution to consider and approve limits for advancing of loan pursuant to section 185 of the Companies Act, 2013			
Special Resolution to give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member)

**NOTE: Kindly read the instructions printed overleaf before filling the form.**

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## **INSTRUCTIONS**

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted.
2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
4. The Postal ballot vote shall not be exercised by a proxy.
5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
6. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
7. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority letter. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
8. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self-addressed postage envelope, so as to reach the Scrutinizer Ms. Neha Yadav, Practicing Company Secretary, 137F, Picnic Garden Road, Kolkata-700039 on or before 17:00 hours of Saturday, the 27<sup>th</sup> January, 2024. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
9. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage envelope in as much as all such

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envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.

10. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.
11. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
12. A member can download the postal ballot form from the Company's website or email at: tunkai@dhanshreegroup.com to seek duplicate postal ballot form from the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
13. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on 12/12/2023.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
16. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to **Tunkai India Ltd**, Mr. Daulat Singh Surana, Wholetime Director, 23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata 700001, Telephone No: - (033) 2242 6885 and Email id: **tunkai@dhanshreegroup.com**