

PURBANCHAL TRADE AND INDUSTRIES LIMITED

**Registered Office: H.No.10, Bangaon, Lakhi Mandir Near Income Tax Colony,
Beltola, Guwahati, Bongaigaon, Assam -781028**

Corporate Office: B-65/2, Wazirpur Industrial Area, New Delhi 110052

CIN: L51909AS1988PLC002932

Email: ptil.88@rediffmail.com, Phone No: 9212321129

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars") (as extended from time to time) and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members of the Purbanchal Trade and Industries Limited ("the Company") by passing postal ballot resolution only through remote e-voting.

In terms of aforesaid MCA Circulars under current extraordinary circumstances due to COVID-19 pandemic, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2021 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Notice by email to all its members who have registered their email addresses with the Company and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Hence, in compliance with the requirements of the MCA Circulars members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot through e-voting for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. Resolutions, if passed by the Members through e-voting (postal ballot) are deemed to have been duly passed on the last date specified for the e-voting i.e. June 30, 2021 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS:

1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director and other Statutory authorities and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members/shareholders of the Company be and is hereby granted for shifting of Registered Office of the Company from the “State of Assam” to the “NCT of Delhi” and that the clause II of Memorandum of Association of the company be and is hereby substituted and replaced as under:

II. The Registered office of the company will be situated in the “NCT of Delhi”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and are hereby authorised on behalf of the Company to do all acts, deeds and things, necessary and/or incidental in this regard, including filing of necessary application(s) with the concerned statutory authorities, including inter-alia Regional Director, jurisdictional Registrar, Ministry of Corporate Affairs, Reserve Bank of India to make any modifications, changes, variations, alterations or revisions stipulated by anyone of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels/advisors/professionals, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

BY THE ORDER OF BOARD

DATE: 28th May, 2021

PLACE: NEW DELHI



DIN: 08691344

WHOLE TIME DIRECTOR

SHIVA DHALLA

ADDRESS: 26/54, IIIRD FLOOR,

WEST PATEL NAGAR,

NEW DELHI-110008

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read together with rules framed thereunder (hereinafter referred to as the 'Act') relating to business to be transacted at the Extra Ordinary General Meeting (hereinafter referred to as 'EGM'), as set out in item no. 1 and relevant details as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations”) and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

2. The EGM Notice is being sent to all the Members whose name appears as on 28th May, 2021 in the Register of Members of the Company through electronic mode only.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, the members are requested to submit their PAN to the Company.
4. In case of joint holders attending the Meeting, only such joint-holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Members are requested to notify any change in their address to the Company including PINCODE and email id.
6. **Voting through electronic means:**

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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The remote e-voting rights of the members /beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on 28th May, 2021 (Cut-off date fixed for determining the eligibility to vote by electronic means). Detailed instructions for availing the e- voting facility indicating the process and manner of e-voting are given hereunder.

The e-Voting process to be followed by the shareholders to cast their votes:

- During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN/Company for voting.
- The shareholders having shares in the demat form can login to the e-voting system using their user-id (i.e. demat account number), PAN and password provided. The shareholders having shares in Physical form can log-in using the folio number of the shares, PAN and the password provided.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical security holders will be provided with a fresh password for every e-voting.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions.

Instructions For E-Voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 1st June, 2021 at 09:00 A.M. and ends on 30th June, 2021 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<ul style="list-style-type: none">• 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.
OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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 as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Purbanchal Trade and Industries Limited on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodian**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.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 should be mailed to 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.
- (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

- (i) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 28th May, 2021 may obtain login ID and password by sending a request at www.evotingindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (ii) **The Remote e-voting period commences on 1st June, 2021 (09:00 A.M.) and ends on 30th June, 2021 (05:00 P.M.).** During this period, members of the Company holding shares as on the cut-off date of 28th May, 2021 may cast their vote by remote e-voting. The remote e- voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Details of Scrutinizers

Ms. Kavita of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No FCS 9115) failing her Mr. Anil Kumar Nandwani (Advocate), have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or Company Secretary of the Company. The results of the voting

conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before 5th July, 2021.

BY THE ORDER OF BOARD



DATE :28TH MAY, 2021
PLACE: NEW DELHI

DIN: 08691344
WHOLE TIME DIRECTOR
SHIVA DHALLA
ADDRESS: 26/54, THIRD FLOOR,
WEST PATEL NAGAR,
NEW DELHI-110008

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Email: ptil.88@rediffmail.com, Phone No: 9212321129

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1

All the Directors and majority of Shareholders of the Company reside in NCT of Delhi and the Company is also maintain a Corporate Office at Delhi. Therefore, it has been proposed that the Registered Office of the Company be shifted to NCT of Delhi, so that the affairs of the Company can be conveniently managed and the business of the Company can be carried on more economically, efficiently and advantageously.

The change of Registered Office would require amendment of clause II of the Memorandum of Association of the Company, which can be done by passing a Special Resolution by the shareholders. It would also require confirmation from the Regional Director.

The Board recommends the Resolution for approval of Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution.

BY THE ORDER OF BOARD



DATE :28TH MAY, 2021

PLACE: NEW DELHI

DIN: 08691344

WHOLE TIME DIRECTOR

SHIVA DHALL

ADDRESS: 26/54, IIIRD FLOOR,

WEST PATEL NAGAR,

NEW DELHI-110008