



"TRINITY PLAZA", 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA - 700 046, INDIA
PHONE : (033) 4055 6800 / 2285 1079 & 81
FAX : (033) 4055 6863
E-MAIL : asutosh@asutosh.co.in
CIN : L51109WB1981PLC034037

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED.

Dear Member(s)

Notice is hereby given pursuant to Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and other applicable laws, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of **ASUTOSH ENTERPRISES LIMITED** ("Company"), to consider and if thought fit to pass the resolutions set out herein below as Special Resolutions through Postal Ballot including voting through electronic means ("e-voting").

The voting will commence on Friday, 25th November, 2022 at 9:00 a.m. (IST) and will end on Saturday, 24th December, 2022 at 5:00 p.m. (IST). Only members of the Company as of Friday, 18th November, 2022 (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

SPECIAL BUSINESS:

Resolution No. 1: AUTHORITY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 TO BORROW FUNDS

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money/ies, from time to time on such terms and conditions, either with or without security, as the Board may decide at its discretion for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose) provided that money/ies borrowed by the Board in the aggregate at any point of time shall not exceed the sum of Rs. 65 Crores (Rupees Sixty Five Crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities etc as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings etc and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution."

Resolution No. 2: AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR DISPOSE UNDERTAKINGS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded, to the Board of Directors, to mortgage, to hypothecate and/or to create charge, in addition to the mortgages, hypothecations and/or charges, if any created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with a power to take over the management of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s)/agent(s) for securing the borrowings of the Company availed/to be availed by way of loan(s), credit facilities or borrowings, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s) or any other agreement/document entered into/to be entered into between the Company and the lender(s)/agent(s) in respect of the said loans, credit facilities or borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s)/agent(s).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize, settle and execute with lender(s)/agent(s) such documents, deeds, writings, papers and/or agreements as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.”

Resolution No. 3: AUTHORITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013 TO GIVE LOANS, GUARANTEES OR SECURITIES AND MAKE INVESTMENTS

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

“RESOLVED THAT in supersession of the earlier Resolutions passed in this regards and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors to give any Loan, Guarantee or provide Security in connection with a Loan to any Person or other Body Corporate and to make further Investment by way of subscription, purchase or otherwise in securities of any other Body Corporate, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 65 Crores (Rupees Sixty Five Crores Only), outstanding at any time, in excess of the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all

other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.”

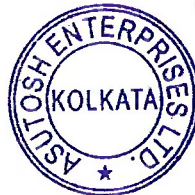
Resolution No. 4: AUTHORITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO GIVE LOANS, GUARANTEE OR SECURITY TO BODY CORPORATES IN WHICH ANY DIRECTOR IS INTERESTED

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

"RESOLVED THAT in supersession of the earlier Resolutions passed in this regards and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such other approvals, consents, permissions, as may be necessary, and in line with the approval of the Members under Section 186 of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to grant any loan (including any Loan represented by book debt) or provide any guarantee or security in connection with a Loan availed by any Body Corporate in which any of the Director of the Company is interested subject to an aggregate limit of Rs. 65 Crores (Rupees Sixty Five Crores Only).”

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.”

DATE: 31ST OCTOBER, 2022
PLACE: KOLKATA



**BY ORDER OF THE BOARD
FOR ASUTOSH ENTERPRISES LIMITED**

A handwritten signature in black ink, appearing to read 'G.K. Agarwal', written over a horizontal line.

**[G.K. AGARWAL]
DIRECTOR**

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and reasons in relation to the proposed special businesses is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, 18th November, 2022 ("Cut-off Date"), will be entitled to vote on the Resolutions set forth in this Notice.
3. This Notice along with the instructions regarding e-voting is being sent by e-mail to all those Members, whose e-mail addresses are registered with the Company or with NSDL/CDSL and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"). Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope ("BRE"). The Postal Ballot Notice along with Statement for the proposed Resolutions, instructions and manner of e-voting process and Postal Ballot Form can also be downloaded from the website of the Company i.e., www.asutosh.co.in and the website of NSDL, i.e., <https://www.evoting.nsdl.com>.
4. In compliance with provisions of Sections 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Management Rules as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on the above resolutions by electronic means. The facility of casting the votes by the members using e-voting will be provided by NSDL.
5. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Company's RTA at kolkata@linkintime.co.in. Members holding shares in Demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
6. The Board of Directors of the Company has appointed Ms. Rinku Gupta (Membership No: FCS-9237), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
7. Voting period commences on Friday, 25th November, 2022 at 9:00 a.m. (IST) (start-date) and will end on Saturday, 24th December, 2022 at 5:00 p.m. (IST) (end-date). During this period the Members of the Company as on the cut-off date of 18th November, 2022, may cast their vote by postal ballot/e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members desirous to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However Postal Ballot Forms, if sent by courier or registered/speed post at the expense of the Members will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of the working hours (i.e. upto 5.00 p.m.) of 24th December, 2022 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.

9. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.

10. The voting rights of the members shall be in proportion to their share in the Paid-Up Equity Share Capital of the Company as on the Cut-off Date i.e., 18th November, 2022.

11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A member cannot exercise his vote by proxy on postal ballot.

12. Any member who did not receive the Notice may either send an email to asutosh@asutosh.co.in or write to NSDL at evoting@nsdl.co.in.

13. Upon completion of Scrutiny of the Postal Ballot Forms, the Scrutinizer will unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and will submit her report to the Board of Directors. The result of the Postal Ballot shall be declared by any Director of the Company or by any other person authorized by the Board on Monday, 26th December, 2022 at the Registered Office of the Company. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.asutosh.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after its declaration and shall also be communicated to the Stock Exchange.

14. The details of the process and manner for e-voting are explained herein below:-

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to the NSDL e-Voting system

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Member are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	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: https://eservices.nsdl.com/ either on a Personal Computer or on a 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 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website

	<p>for casting your vote during the remote e- Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for members other than Individual members holding securities in demat mode

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for members other than Individual members 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. 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 contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those members 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 etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick 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.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail guptarinku123@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

2. 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.

3. 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 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

Process for those members 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:

1. In case shares are held in physical mode please provide Folio No., Name of member, 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 asutosh@asutosh.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to asutosh@asutosh.co.in. If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



"TRINITY PLAZA", 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA - 700 046, INDIA
PHONE : (033) 4055 6800 / 2285 1079 & 81
FAX : (033) 4055 6863
E-MAIL : asutosh@asutosh.co.in
CIN : L51109WB1981PLC034037

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

RESOLUTION NO. 1 & 2:

The operations of the Company may necessitate the Board of Directors to borrow monies which may exceed at various point of time the aggregate of the paid-up capital of the Company and its free reserves and securities premium. The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company as may be determined by the Board of Directors in consultation with the lender(s).

In terms of Section 180(1)(c) of the Companies Act, 2013, the Company could borrow any sum or sums of money/ies which together with the monies already borrowed may exceed its paid-up capital, free reserves and securities premium. The mortgage and/or charge created/to be created by the Company, on its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s), with a power to take over the management of the business and concern of the Company, in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the members as Special Resolutions.

The Board of Directors of the Company therefore proposes to enable it to: a) borrow moneys in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company; and b) create charge/ mortgage/ hypothecation on the Company's assets, both present and future, to secure the repayment of monies borrowed by the Company. The members' approval is being sought pursuant to Section 180 of the Companies Act, 2013 by way of Special Resolutions.

Your approval is sought by voting through postal ballot/e-voting in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014.

The above proposals as set out in the Resolution Nos. 1 and 2 of this Notice are in the interest of the Company and your Directors recommend the same for approval by the members.

None of the directors, key managerial personnel of the Company and/or their respective relatives is/are, in any way, concerned or interested, financially or otherwise, in the said resolution.

RESOLUTION NO. 3:

To achieving greater financial flexibility and for enabling optimal financial structuring, it is considered necessary to authorize the Board of Directors of the Company, to provide Loans, Guarantees or Securities and to make further Investments in one or more tranches, in excess of the limits prescribed under Section 186 of the Companies Act, 2013, by enhancing the existing limit of Rs. 15 Crores (Rupees Fifteen Crores Only) to Rs. 65 Crores (Rupees Sixty Five Crores Only).

The Company could give Loan, Guarantee or provide Security in connection with a Loan to any Person or other Body Corporate and make further Investment by way of subscription, purchase or otherwise in securities of any other Body Corporate in excess of the limits prescribed under Section 186 of the Companies Act, 2013 provided approval of Members is obtained by way of Special Resolution.

Your approval is sought by voting through postal ballot/e-voting in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014.

The above proposal as set out in the Resolution Nos. 3 of this Notice is in the interest of the Company and your Directors recommend the same for approval by the members.

None of the directors, key managerial personnel of the Company and/or their respective relatives is/are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

RESOLUTION NO. 4:

To render support towards the business financial requirements of the Body Corporates in which any Director of the Company is considered to be interested, the Board of Directors desired that authority earlier given to them for enabling them to provide, for and on behalf of the Company, Loans, Guarantees or Securities, in connection with any Loans availed by any such Body Corporates, in which any Director of the Company is considered to be interested be enhanced from Rs. 15 Crores (Rupees Fifteen Crores Only) to Rs. 65 Crores (Rupees Sixty Five Crores Only).

The Company could provide loans, guarantee or security in connection with the loans availed by any Body Corporate in which any Director of the Company is considered to be interested, subject to the approval of Members under Section 185 of the Companies Act, 2013 is be obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Loans to be availed by the said Body Corporates shall be for their principal business activities (including for capital expenditure and general corporate purposes).

Your approval is sought by voting through postal ballot/e-voting in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014.

The above proposal as set out in the Resolution Nos. 4 of this Notice is in the interest of the Company and your Directors recommend the same for approval by the members.

None of the directors, key managerial personnel of the Company and/or their respective relatives is/are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

DATE: 31ST OCTOBER, 2022
PLACE: KOLKATA



BY ORDER OF THE BOARD
FOR ASUTOSH ENTERPRISES LIMITED

A handwritten signature in black ink, appearing to read 'G.K. Agarwal', written over a horizontal line.

[G.K. AGARWAL]
DIRECTOR

ASUTOSH ENTERPRISES LIMITED

CIN: L51109WB1981PLC034037

Registered Office: Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata – 700046

Website: www.asutosh.co.in; E-mail: asutosh@asutosh.co.in; Tel: (033) 4055-6800

POSTAL BALLOT FORM

Serial No.:

Name (s) of Shareholder(s) :
(including Joint-holder(s), if any,) :
(in Block Letters)

Registered Address of the Sole/ :
First named Shareholder

Registered Folio No./DPID No./Client Id :

No. of Shares held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated 31st October, 2022 (“Notice”), by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate boxes below:

Sr. No.	Brief description of the resolutions	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Authority under Section 180(1)(c) of the Companies Act, 2013 to borrow funds	Special Resolution			
2.	Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or dispose undertakings of the Company	Special Resolution			
3.	Authority under Section 186 of the Companies Act, 2013 to give loans, guarantees or securities and make investments	Special Resolution			
4.	Authority under Section 185 of the Companies Act, 2013 to give loans, guarantee or security to Body Corporates in which any Director is interested	Special Resolution			

Place:

Date:

(Signature of Member/Authorized Representative)

Notes:

1. Please read the instructions printed overleaf before filling the form.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer: **Saturday, 24th December, 2022 at 5:00 p.m. (IST)** (end-date).

INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not wish to access to E-voting facility, to enable them to send their assent or dissent by post for the Resolutions included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first-named Member and in his/her absence, by the next named Member.
6. Incomplete and/or unsigned Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **Saturday, 24th December, 2022 at 5:00 p.m. (IST)**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, 18th November, 2022 (i.e., the cut-off date).
9. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder.
10. Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The consent 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.
12. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office or send an e-mail at kkg@hul.net.in. However, the duly filled in duplicate form should reach within the date and time specified above.
13. The result of the Postal Ballot shall be declared on Monday, 26th December, 2022.