

CEIGALL INDIA LIMITED

CIN: L45201PB2002PLC025257

Registered Office: A-898, Tagore Nagar, Ludhiana, Punjab-141001

Tele/Fax: +91 – 161- 4623666

Corporate Office: Plot No. 452, Udyog Vihar, Phase-V, Near GPO Gurugram,
Behind Enkay Tower, Gurugram, Haryana-122016

Tele: +91 – 124- 4206978

Website: www.ceigall.com ; **Email Id:** secretarial@ceigall.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 ,110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 05/05/2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and the Circulars issued from time to time by Securities and Exchange Board of India (“**SEBI**”), including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (the “**SEBI Circulars**”). The resolutions set out below are proposed to be passed by the Members of Ceigall India Limited (the “**Company**”) through Postal Ballot by way of remote e-voting (“**e- voting**”) process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 04th February 2025, have Appointed Sharma & Trivedi LLP, (LLPIN: AAW-6850) Practicing Company Secretaries firm, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizers’ decision on the validity of the votes shall be final.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail addresses. Those Members who have not registered their e-mail address are being requested to register the same by following the procedure set out in this notice. The Postal Ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the Stock Exchanges in the accordance with the SEBI Listing Regulations.

The e-voting period commences from Tuesday, 11th March, 2025, IST at 9.00 a.m. and ends on Wednesday, 09th April 2025, IST at 5.00 p.m. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. As per Regulation 44 of SEBI [LODR] Regulations, 2015, the said results will be intimated to BSE Limited and NSE Limited, where the Equity Shares of the Company are listed. The results will also be displayed at the Notice Board of the Registered Office of the Company and uploaded on the Company’s website www.ceigall.com as well as on the weblink <https://instavote.linkintime.co.in/> of MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd).

SPECIAL BUSINESS

1. APPOINTMENT OF MR. CHITWON WASON (DIN: 10898748) AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to give assent/dissent to the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Chitwon Wason (DIN: 10898748) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 04th February, 2025 in terms of Section 161 of the Act and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

2. APPOINTMENT OF MR. CHITWON WASON (DIN: 10898748) AS A WHOLE-TIME DIRECTOR OF THE COMPANY AND THE REMUNERATION PAYABLE TO HIM.

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee of the Company, Mr. Chitwon Wason (DIN: 10898748) be and is hereby appointed as a Whole-time Director (Designated as Executive Director-Business Development) of the Company for a period of 3 years with effect from 04th February 2025 till 03rd February, 2028, upon such terms and conditions including remuneration as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Postal Ballot Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Mr. Chitwon Wason, notwithstanding that in any financial year of the Company. during his tenure of appointment as Whole time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution.”

3. INCREASE IN AUTHORIZED SHARE CAPITAL AND AMENDMENT TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give assent/dissent to following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 110,00,00,000/- (Rupees One Hundred and Ten

Crores Only) by creation of 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. Authorised Share Capital of the Company is Rs. 110,00,00,000/- (Rupees One Hundred Ten Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board
For **CEIGALL INDIA LIMITED**

MEGHA KAINTH
Company Secretary & Compliance Officer
Membership No.: F7639

Date: 28.02.2025
Place: Gurugram

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the Postal Ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 28th February, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic

holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) **(the “RTA”)**, in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut- Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purposes only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA to enable servicing of notices, etc. electronically to their e-mail address.
6. The e-voting rights of the Shareholders/ Beneficiary Owners shall be reckoned on the Shares held by them as on **Friday, 28th February 2025** being the Cut-Off date for the purpose. The Shareholders of the Company as on the Cut-Off date can cast their vote electronically.
7. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of Paid-up Share Capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
9. The Communication of the assent or dissent of the members would take place through the process of remote e-voting only. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR)

or dissent (AGAINST) by following the procedure as stated in the said instructions.

10. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Business. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at csllp108@gmail.com with a copy marked to MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) at enotices@in.mpms.mufig.com.
11. Postal Ballot (e-voting) period commences from **Tuesday, 11th March, 2025 (9.00 a.m. IST)** and ends on **Wednesday, 09th April 2025. (5.00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Wednesday, **09th April 2025**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.ceigall.com, websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., NSE and BSE and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) i.e <https://instavote.linkintime.co.in/>.
14. All the documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their request to secretarial@ceigall.com from their registered e-mail address mentioning their names, folio number, DP Id and Client Id during the voting period of postal ballot.
15. In case of any queries or issues regarding e-Voting, the shareholder may connect to Mr. Ashish Upadhyay, Associate, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd) having its Office at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083 at Phone No. - 022 – 49186000 and at email- enotices@in.mpms.mufig.com.

16. Remote E-Voting Instructions for Shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFGE InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFGE InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFGE InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **“Sign Up”** under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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 : 022 - 4886 7000
Individual Shareholders 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 toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or

Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013_SETTING OUT ALL MATERIAL FACTS:

ITEMS NO. 1 AND 2: APPOINTMENT OF MR. CHITWON WASON (DIN: 10898748) AS A DIRECTOR AND WHOLE-TIME DIRECTOR

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') Meeting held on 03rd February, 2025, the Board of Directors at its meeting held on 4th February 2025, appointed Mr. Chitwon Wason (DIN: 10898748) as an Additional Director of the Company with effect from 04th February 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

Mr. Chitwon Wason, aged 44 years, is a B.E in Mechanical Engineering from Manav Rachna Institute (CITM College) Faridabad. Mr. Chitwon is a proficient construction business leader with more than 20 years of managerial experience in managing construction / infrastructure business for prestigious projects across power, water, tunnelling, highways, MRTS, process plants, building and airports etc. He has efficiently handled independent advisory for business promotion, client relationship, joint venture associations, business promotion and development for urban infrastructure.

Mr. Chitwon Wason has been associated as General Manager- Business Development with the Company since September 2024 and has key responsibilities viz: Client Relationship & Liasoning, Team Management & Overall Responsibility and Strategic Domains for Diversification. Earlier he has worked on various positions with AFRY India Pvt. Ltd., Tata Projects Limited, Hindustan Construction Company Ltd and others.

Mr. Wason is proposed to be promoted from General Manager (Business Development) to Executive Director (Business Development) as part of our efforts to recognize his contributions and further enhance his motivation and commitment to the organization.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Chitwon Wason for the office of Director of the Company. Mr. Chitwon Wason has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Chitwon Wason.

Accordingly, it is proposed to appoint Mr. Chitwon Wason as a Director of the Company liable to retire by rotation.

The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance of Mr. Chitwon, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director, designated as an Executive Director (Business Development) as he fulfils the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and

as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors appointed Mr. Chitwon Wason as a Whole-time Director of the Company, Designated as "Executive Director" (Business Development) for a period of 3 (Three) years, commencing from 04th February 2025 till 03rd February, 2028, subject to the approval of the Members of the Company.

Mr. Chitwon satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors, accordingly, considered the following terms and conditions of Mr. Chitwon's appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013:

1. Term of Appointment:

3 years with effect from 04th February 2025 till 03rd February, 2028.

2. Remuneration:

a) Salary of Rs. 2,60,000/- per month with authority to the Board of Directors (which expression shall include a committee thereof), to give increment subject to maximum salary of Rs. 7,00,000/- per month.

b) **Perquisites & Allowances**

In addition to the Salary, the Whole-Time Director shall also be entitled to reimbursement of travelling, hotel and other expenses incurred by him exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

C) The Whole-Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:

- i. Contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company.
- ii. Gratuity is payable at the rate not exceeding half a month's salary for every completed year of service.
- iii. All other benefits as available to the permanent employees of the Company.

3. Other Terms and Conditions:

- (i) No sitting fees shall be payable to the Whole Time Director for attending the meetings of the Board of Directors and/or any Committees thereof.
- (ii) His term of office shall be liable to retirement by rotation in accordance with provisions of Sec 152 of the Companies Act, 2013.

Pursuant to provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is

being sought for the appointment and remuneration of Mr. Chitwon as a Director/ Whole-time Director (Designated as Executive Director - Business Development) of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed as Annexure - I hereto and forms a part of this Postal Ballot Notice.

The Board of Directors recommend the Resolutions at Item No. 1 and Item No. 2 for approval by the Members by way of Ordinary Resolution and Special Resolution respectively.

Except Mr. Chitwon Wason, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 and Item No. 2 of this Postal Ballot Notice.

ITEM NO.3: INCREASE IN AUTHORIZED SHARE CAPITAL AND AMENDMENT TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Presently, the Authorised Share Capital of the Company is 100,00,00,000/- (Rupees One Hundred Crore Only) divided 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each. Accordingly, the Company can issue only equity shares to the investor and offering the option for the investor to invest in the Company in the form of preference shares would result in enhancing capital structure flexibility and diversification of funding sources. This is because preference shares can provide the Company with a more stable and predictable source of capital, while also balancing equity and debt in the capital structure. Preference shareholders generally receive fixed dividends and have a higher claim on assets in case of liquidation, which can attract a different type of investor compared to common equity holders. By issuing preference shares, your company could diversify its financing options and attract investors who are interested in fixed returns, without the need to take on debt or further dilute equity ownership.

The Board of Directors at its Meeting held on February 04, 2025, have recommended to increase the Authorised Capital from Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores Only) and the amended Clause V of Memorandum of Associations shall read as under:

“V. Authorised Share Capital of the Company is Rs. 110,00,00,000/- (Rupees One Hundred Ten Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten Only) each.”

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

Annexure - I

A. Details Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meeting are as given below:

Sr. No.	Particulars	Details
1	Name	Chitwon Wason (DIN: 10898748)
2	Date of Birth and Age	13 th May, 1980 (44 Years)
3	Qualification	B.E in Mechanical Engineering from Manav Rachna Institute (CITM College) Faridabad
4	Brief Profile, Skills, capabilities and Area of Expertise	Mr. Chitwon Wason, aged 44 years, has completed his B.E in Mechanical Engineering from Manav Rachna Institute (CITM College) Faridabad. Mr. Chitwon is a proficient construction business leader with more than 20 years of managerial experience in managing construction / infrastructure business for prestigious projects across power, water, tunnelling, highways, MRTS, process plants, building and airports etc. He has efficiently handled independent advisory for business promotion, client relationship, joint venture associations, business promotion and development for urban infrastructure.
5	Date of first Appointment on Board	04 th February 2025
6	Details of relationship with other Directors, manager and Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel.

7	Terms and Conditions of Appointment / Re-appointment	Please refer above Statement pursuant to Section 102.
8	Remuneration last drawn as director (Including sitting fees, if any) (in Rs.)	Not Applicable
9	Remuneration proposed to be paid	Please refer above Statement pursuant to Section 102.
10	Shareholding in the Company at the time of appointment	Nil
11	Listed entities from which the Director has ceased/ resigned in past three years	Nil
12	Number of meetings of the Board attended during the financial year 2024-25 (as director)	1 (One)
13	Directorships of other Boards at the time of appointment	None
14	Membership / Chairmanship of Committees of other Boards at the time of appointment	Nil
15	Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Mr. Chitwon Wason is not debarred from the holding the office of director by virtue of any SEBI order or any other such authority.

B. The Disclosures as prescribed in Schedule – V of Companies Act, 2013:

I. General Information:

1	Nature of industry	EPC company with expertise in specialized structural projects, including elevated roads, flyovers, bridges, railway overpasses, tunnels, highways, expressways, and runways.
2	Date or expected date of commencement of commercial production	08-07-2002
3	In case of new companies, expected date of commencement of activities as per	Not Applicable

	project approved by financial institutions appearing in the prospectus																				
4	Financial performance based on given indicators (Standalone)	(Amount in Rs. in Million)																			
		<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>2022-23</th> <th>2023-2024</th> <th>2024-2025 (April 01, 2024, to December 31, 2024)</th> </tr> <tr> <th>Audited</th> <th>Audited</th> <th>Un-Audited</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>20857.02</td> <td>29917.96</td> <td>24256.98</td> </tr> <tr> <td>Profit (loss) after Tax</td> <td>1853.08</td> <td>2769.32</td> <td>2005.99</td> </tr> <tr> <td>EPS</td> <td>11.79</td> <td>17.62</td> <td>12.07</td> </tr> </tbody> </table>	Particulars	2022-23	2023-2024	2024-2025 (April 01, 2024, to December 31, 2024)	Audited	Audited	Un-Audited	Gross Revenue	20857.02	29917.96	24256.98	Profit (loss) after Tax	1853.08	2769.32	2005.99	EPS	11.79	17.62	12.07
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5	Foreign investments or collaborations, if any.	Nil																			

II. Information about the Wholetime Director

S. No.	Particulars	Mr. Chitwon Wason (DIN: 10898748)
1	Background details	Please refer para A (4) above
2	Past Remuneration	Nil (as Director)
3	Recognition or awards	Nil
4	Job profile and his suitability	Please refer para A (4) above
5	Remuneration proposed	Please refer Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to him is commensurate with remuneration of similar senior levels in similar sized domestic Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Nil

III. Other information:

1	Reasons of loss or inadequate profits in the Company	Not Applicable
2	Steps taken or proposed to be taken for improvement	The Company's financial performance has improved substantially in the last two years as compared to FY 2022-23 as it evident from the sales and profits mentioned above. As of December 31, 2024, our total order book stands at ₹1,17,025 mn, reflecting a healthy book-to-bill ratio. This includes a composition of 85.8% from Roads, Highways, Flyovers, Tunnels, 12.7% from Railways & Metros, 1.2% from bus terminal, and 0.3% from airport runways.
3	Expected increase in productivity and profits in measurable terms	Aligned with the government's focus on transforming India's infrastructure, as reflected in this year's budget, we are committed to driving sustainable growth, technical excellence, and operational resilience. Our efforts are focused on delivering high-quality projects that contribute to India's development, leveraging our expertise to create long-term value for all stakeholders as we work towards the vision of a developed nation by 2047.

- IV. Disclosures:
The disclosures required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 forms a part of the Notice.

By Order of the Board
For **CEIGALL INDIA LIMITED**

MEGHA KAINTH
Company Secretary & Compliance Officer
Membership No.: F7639

Date: 28.02.2025
Place: Gurugram