

# BINOD JUTE & FIBRE LTD.

Regd. Office: Ground Floor, 5A, Little Russell Street, Kolkata - 700 071

CIN : L17232WB1980PLC032819

Phones : 22872607 / 40060331 / 40073219

Fax : 22873159; Email ID: jkk@kankariagroup.com

## POSTAL BALLOT FORM

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

Postal Ballot No.:

1. Name and Registered Address of the Sole/First named shareholder :
2. Name(s) of Joint Holder(s), (If any) :
3. Folio No./ DP ID No.\* / Client ID (\*applicable to investors holding equity shares in demat form) :
4. Number of Equity Shares Held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated May 03,2024 of the Company by sending my/our Assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Item No.	Item	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special resolution for Voluntary Delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited ('CSE')			

Place :  
Date :

\_\_\_\_\_  
Signature of the Shareholder \*  
(\*as per Company record)

----- Tear Here -----

### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PAN/SEQUENCE NUMBER
240506004		

#### Notes :

- (i) Please read carefully the instructions mentioned in the notice before exercising your vote.
- (ii) The duly completed postal ballot form should reach the scrutinizer by Monday June 10, 2024 at 05.00, P.M.
- (iii) The Voting period will start on Sunday, May 12, 2024 at 09.00 A.M. And will end on Monday, June 10, 2024 at 05.00 P.M.
- (iv) Please refer to e-voting instructions mentioned in the Notice for the remote e-voting.

# BINOD JUTE & FIBRE LTD.

Regd. Office: Ground Floor, 5A, Little Russell Street, Kolkata - 700 071

CIN : L17232WB1980PLC032819

Phones : 22872607 / 40060331 / 40073219

Fax : 22873159; Email ID: jkk@kankariagroup.com

## POSTAL BALLOT FORM

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

Postal Ballot No.:

1. Name and Registered Address of the Sole/First named shareholder :
2. Name(s) of Joint Holder(s), (If any) :
3. Folio No./ DP ID No.\* / Client ID (\*applicable to investors holding equity shares in demat form) :
4. Number of Equity Shares Held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated May 03,2024 of the Company by sending my/our Assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Item No.	Item	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special resolution for Voluntary Delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited ('CSE')			

Place :  
Date :

\_\_\_\_\_  
Signature of the Shareholder \*  
(\*as per Company record)

----- Tear Here -----

### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PAN/SEQUENCE NUMBER
240506004		

#### Notes :

- (i) Please read carefully the instructions mentioned in the notice before exercising your vote.
- (ii) The duly completed postal ballot form should reach the scrutinizer by Monday June 10, 2024 at 05.00, P.M.
- (iii) The Voting period will start on Sunday, May 12, 2024 at 09.00 A.M. And will end on Monday, June 10, 2024 at 05.00 P.M.
- (iv) Please refer to e-voting instructions mentioned in the Notice for the remote e-voting.

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I/we dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
  - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - e. if the Postal Ballot Form is incomplete or incorrectly filled;
  - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 pm on Monday, June 10, 2024. If any Postal Ballot Form is received after the aforesaid date & time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in point (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [namita.verma99@gmail.com](mailto:namita.verma99@gmail.com), with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, May 03, 2024.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I/we dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
  - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - e. if the Postal Ballot Form is incomplete or incorrectly filled;
  - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 pm on Monday, June 10, 2024. If any Postal Ballot Form is received after the aforesaid date & time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in point (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [namita.verma99@gmail.com](mailto:namita.verma99@gmail.com), with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, May 03, 2024.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

POSTAL BALLOT NOTICE  
(Pursuant to Section 110 of the Companies Act, 2013)

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 , RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS, 2021 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF (“DELISTING REGULATIONS”).**

To,  
The Members,

Notice is hereby given to the members of **Binod Jute and Fibre Limited** that the following resolution is proposed to be passed by Postal Ballot in accordance to Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (“Rules”) & Regulation 11(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time [“SEBI (Delisting) Regulations”].

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution, a Postal Ballot Form and instructions are appended hereto for consideration of the members. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution. The completed Postal Ballot Form is to be sent by the shareholder to the address of the company.

Pursuant to Regulation 11 (2) of the SEBI (Delisting) Regulations and the *letter dated, Monday, February 26, 2024*, received from the promoters of the Company for acquiring shares from the Public Shareholders, the Board of Directors of the Company at its meeting held *on Friday, May 03, 2024* considered and approved the delisting proposal subject to passing the following resolution as a Special Resolution through a Postal Ballot or alternatively through e voting facility offered by the Company in this regard.

The Board of Directors of the Company at their meeting held *on Friday, May 03, 2024* has appointed *M/s. Namita Agarwal & Co.*, a Company Secretary in whole-time practice (Fellow Membership No.F12983; C.P. No.14563), as the Scrutinizer for conducting the postal ballot voting and e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the vote cast will be final and binding on the members.

Members may note that the Company has engaged the services of *CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED* to provide e-voting facility to the members of the Company. Accordingly, the Company is providing a e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Members desiring to avail option for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. Reference to Postal Ballot in this Notice includes votes cast through e-voting. The e-voting period will commence on **Sunday , May 12, 2024 , at 09:00 a.m. [IST] and will end on Monday, June 10, 2024 at 05:00 p.m. [IST]**. During

# Binod Jute & Fibre Ltd.

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jkk@kankariagroup.com](mailto:jkk@kankariagroup.com)

this period, members of the company holding shares as on the cut-off date i.e., *Friday, May 03, 2024*, may cast their vote electronically.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e., either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer shall submit his report to the Chairman of the Company, or in his absence, to any other designated Director of the Company after completion of the scrutiny of the Postal Ballot Forms and e-voting results received. The results of voting by the postal ballot will be announced by the Chairman / Director of the Company or by any other person authorized by him on within 2 (two) working days of conclusion of the voting through postal ballot process at the registered office of the Company situated at *Ground Floor, 5A, Little Russell Street Kolkata-700071, West Bengal, India*. The result of the postal ballot will be posted on the Company's website at <https://binodjute.com/> and also on website of CSE at <https://www.cse-india.com/> and also be published in the Newspapers and shall be communicated to the stock exchange where the shares of the Company are listed.

In the event the proposed resolution is approved by requisite majority of members by means of Postal Ballots (including e-voting), and also subject to that the votes cast by public members in favour of the resolution is at least two (2) times the number of vote cast by the public members against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

## **SPECIAL BUSINESS:**

### **Item No. 01: Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange; ('CSE')**

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

**“RESOLVED THAT** pursuant to (i) the letter dated *February 26, 2024* received from the Promoter Group holding 5,31,350 equity shares of face value of Rs. 10 each representing 95.95% of the issued, subscribed and paid-up equity share capital of the Company, conveying their intention to voluntarily delist the equity shares of the Company from the Calcutta Stock Exchange Limited (CSE) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares)

Regulations, 2021 including any statutory modifications or amendments or re-enactments thereof (“**SEBI (Delisting) Regulations**”); and (ii) the approval of the Board of Directors of the Company in its meeting held on *May 03, 2024* for the voluntary delisting of the equity shares of the Company from CSE and (iii) subject to the applicable provisions of the Companies Act, 2013 and rules made there under, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**”) or a Committee of Directors/ persons authorized by the Board, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from CSE through acquisition of up to equity shares of face value of Rs.10/- each representing 4.05% of the issued, subscribed and paid-up equity

# Binod Jute & Fibre Ltd.

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jjk@kankariagroup.com](mailto:jjk@kankariagroup.com)

share capital of the Company held by the Public Shareholders of the Company by the Promoters/Promoter Group of the Company (“**Delisting Offer**”).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (‘the Board’), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and too make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approvals for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient , to settle and questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

Ground Floor, 5A, Little Russell Street Kolkata-700071, West Bengal, India,

**By Order of the Board  
For Binod Jute and Fibre Limited**

Sd/-

**Date: May 03, 2024**

**Place: Kolkata**

**Ruchika Beriwal  
Company Secretary & Compliance Report**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the draft resolution is annexed hereto along with a Postal Ballot Form for consideration.
2. The resolution as enclosed is proposed to be passed as a special resolution and shall be declared as passed, if the number of the votes cast by public members in favour of the resolution is at least two (2) times the number of vote cast by the public members against the proposed resolution. The resolution, if passed, shall be deemed to have been passed on Monday, June 10, 2024.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the register of members/ list of beneficial owners whose names appear in the register of members/ list of beneficial owners, received from *Central Depository Services (India) Limited (CDSL)* as on close of business hours of Friday, May 03, 2024 i.e. Cut-Off date. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them in the Company as on cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

# Binod Jute & Fibre Ltd.

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jkk@kankariagroup.com](mailto:jkk@kankariagroup.com)

4. As per the Companies (Management and Administration) Rules, 2014 (as amended), Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs are being sent the Notice of Postal Ballot along with Postal Ballot Form through speed post/courier.
5. Members who do not receive the Postal Ballot Form or wish to vote through Postal Ballot Form instead of e-voting, may obtain a duplicate form by downloading the same from the *Company's website* at <https://binodjute.com/> or from the *CDSL's website* at or may apply to the *Company's Registrars and Transfer Agents*, and obtain a duplicate thereof. The Members are requested to exercise their voting rights by using Postal Ballot Form issued by the Company only.
6. Any query/grievances connected with the postal ballot including voting by electronic means, may be addressed to Mr. Prakash Kumar Bothra or at *website of the Company*.
7. The process and manner for e-voting are as under:
  - I. The e-voting period commences on *Sunday, May 12,2024 at (09:00 A.M)(IST) and end on Monday, June 10,2024 at (05:00 P.M)(IST)*. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, *May 03, 2024*, may cast their vote by e-voting. The 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.
  - II. The shareholders should log on to the e-voting *website* during the voting period.
  - III. Click on "Shareholders" tab.
  - IV. Now Enter your User ID:
    - (a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - (b) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters;OR  

*Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.*
  - V. Next enter the Image Verification as displayed and Click on Login.
  - VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - VII. However, if you are a first time user, please follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

# Binod Jute & Fibre Ltd.

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jkk@kankariagroup.com](mailto:jkk@kankariagroup.com)

	<ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Postal Ballot in the PAN field.</li></ul>
Dividend Bank details <b>OR</b> Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the Company/ Depository Participant, please enter the DP ID and Client ID/ Folio No. in the dividend bank details field as mentioned in instruction (iv).</li></ul>

- 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 Company Name i.e. “BINOD JUTE AND FIBRE 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 same 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. Members can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple Store and Windows Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**XIX. Note for Non-Individual Shareholders and Custodians:**

- i. 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.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details, User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. 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. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at CDSL Website, *under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact details.*

XXI. All grievances connected with the facility for voting by electronic means may be addressed to name of person, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

8. The Scrutinizer will submit his report after completion of his scrutiny, addressed to the Chairman *on scrutiny of votes cast through remote e-voting* . The Chairman will, or in his absence any Director or any other person so authorised by him, will announce the result of voting by postal ballot on *Wednesday, June 12, 2024* at 04:00 p.m. at the Registered Office of the Company. The result will also be published in newspapers and communicated to the Stock Exchange where the shares of the Company are listed. The result will also be put on the Company’s website. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

**9. The instructions for Members for voting by physical Postal Ballot Form: -**

- I. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the company. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the



# Binod Jute & Fibre Ltd.

---

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jkk@kankariagroup.com](mailto:jkk@kankariagroup.com)

Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.

- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Monday, June 10, 2024 05:00 P.M. (IST). Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
- V. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- VI. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- VII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- VIII. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's *website* (<https://binodjute.com/>) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- IX. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- X. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

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

### **Item No. 1:**

1. The fully paid up Equity shares of Rs. 10/- each of BINOD JUTE AND FIBRE LIMITED are currently listed only on The Calcutta Stock Exchange Limited ('CSE') and Further, there has been no trading in the equity shares of the company in stock exchange for the last several years.
2. The promoters of the Company who collectively hold 531350 (Five Lakhs Thirty One Thousand Three Hundred Fifty Only) equity shares representing 95.95 % of the issued, subscribed and paid-up equity share capital of the company and the public shareholders hold 22400 (Twenty Two Thousand Four Hundred Only) equity shares representing 4.05 % of issued, subscribed and paid up equity share capital of the company.
3. The Company has received requisition letter February 26,2024 from the promoter group notifying their intention to acquire equity shares representing 4.05 % of the of the total paid up equity capital of the Company held by the Company's Public shareholders ('the public shareholders') by providing an exit opportunity through a voluntary delisting offer ("the delisting Proposal") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including any statutory modifications or amendments or re-enactments thereof ("SEBI (Delisting) Regulations") in order to voluntarily delist the Company's Equity Shares from CSE.
4. As per the Initial Public Announcement, the rational for the Delisting Proposal is as follows:
  - (a) The proposed delisting would enable the Acquirer to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility to support the Company business;
  - (b) The benefits accruing to the investors by keeping the equity shares listed on CSE do not commensurate with the cost incurred by the Company for the continued listing on CSE;
  - (c) the proposed delisting will result in reduction of the ongoing substantial compliance costs and dedicated management time being incurred associated with continued listing of equity shares, which can be refocused on its business;
  - (d) it would enhance Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the members of the Promoter Group; and
  - (e) the proposed delisting is in the interest of the Public Shareholders as it will provide them an opportunity to release immediately a certain value for their Equity Shares. The price will be determined in accordance with the Reverse Book Building mechanism set out in the SEBI Delisting Regulations.
5. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, the 'floor price' is determined in terms of Regulation
6. 20(2) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

# Binod Jute & Fibre Ltd.

---

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jjk@kankariagroup.com](mailto:jjk@kankariagroup.com)

7. The “reference date” with respect to the proposed delisting is Tuesday, May 01,2024 i.e., the date on which the Company intimated CSE that a meeting of the Board is being convened on Friday, May 03, 2024 inter alia to consider and approve/ reject the Delisting Proposal;
8. The Company is in receipt of the Valuation report for determining the Floor Price as per certificate dated May 03,2024 issued by Gretex Corporate Services Limited, (Regd no: INM000012177) wherein the valued arrived at is INR 224.30/- per Equity Share which is the floor price for the delisting offer (“Floor Price”), which is arrived at in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Takeover Regulations.
9. The Public Shareholders may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final offer price, are permitted to tender their Equity Shares up to a period of 1 year from the date of delisting of Equity Shares and, in such a case, the Acquirers, either individually/ collectively or together with other members of the Promoter Group as the case may be, shall accept such Equity Shares at the same final offer price at which the earlier acceptance of Equity Shares was made.
10. The acquisition of Equity Shares by the Acquirers, individually/ collectively or together with other members of the Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:
  - a) approval of the board of directors of the Company towards the delisting proposal;
  - b) approval of the shareholders of the Company by way of a special resolution through postal ballot and /or e- voting in accordance with the SEBI Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal.;
  - c) receipt of the approval of CSE in accordance with the SEBI Delisting Regulations and/or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal;
  - d) the acceptance by the Acquirers (and/ or other members of the Promoter Group, as the case may be) of the discovered price determined by the reverse book building process including other rights and obligations in terms of the SEBI Delisting Regulations;
  - e) the number of Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the SEBI Delisting Regulations; and
  - f) such other terms and conditions as may be set out in the ‘detailed public announcement’ or the ‘letter of offer’ to be made/ dispatched to the Public Shareholders in accordance with the SEBI Delisting Regulations.
11. Ms. Namita Agarwal, a peer review company secretary, (“Peer Review Company Secretary”) was appointed by Board to carry out due diligence in accordance with the Regulation 10(3) and other applicable provisions of the Delisting Regulations. Baid & Bengani Associates LLP, Practicing Company Secretaries was appointed for providing the Share Capital Audit Report under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
12. As per available trading data, the equity shares are not traded on any of the Stock Exchange. In compliance with the Provisions of the Delisting Regulations and Regulation 8 (2) (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011, the Exit price for the

# Binod Jute & Fibre Ltd.

CIN-L17232WB1980PLC032819  
GROUND FLOOR, 5A, LITTLE RUSSELL STREET  
KOLKATA-700071  
Phones: 22872607 / 40060331 / 40073219  
Fax: 22873159, Email: [jkk@kankariagroup.com](mailto:jkk@kankariagroup.com)

Delisting offer was determined. In this regard, the promoters informed about the valuation report May 03,2024 as provided by M/s. Gretex Corporate Services Limited, Category I Merchant Banker, appointed in terms of Regulation 20 (2) of the SEBI (Delisting) Regulations, which set out the floor price of the Delisting Offer to be Rs. 224.30/- (Rupees Two Hundred Twenty Four and Paise Thirty only). The Board took on record the floor price determined considering regulation 20 (2) of the SEBI (Delisting) Regulations with regard to the board meeting held on May 03,2024.

13. The promoters propose to fund the Delisting Proposal out of their own resources.
14. In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirers (and/ or other members of the Promoter Group, as the case may be) will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.
15. Niche Technologies Private Limited("Niche"), the Registrar and Share Transfer Agent of the Company have been appointed as the Registrar to the Offer.
16. Accordingly, the approval of the shareholders is sought for the aforesaid Special Resolution for Delisting of the Company's Equity Shares from Stock Exchanges, after which the promoters will proceed at its direction to make an offer to the shareholders of the Company and purchase the shares at the Discovered price in accordance with the provisions of the SEBI (Delisting) Regulations.
17. The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.
18. The promoters and promoter group are concerned and interested in the proposed resolution to the extent of their shareholding. Except as provided none of other Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in this resolution.

**Registered Office:**

Ground Floor, 5A, Little Russell Street Kolkata-700071, West Bengal, India

**By Order of the Board  
For Binod Jute and Fibre Limited**

**Date: May 03,2024**

**Place: Kolkata**

**Sd/-**

**Ruchika Beriwal  
Company Secretary & Compliance Officer**