



## KORES (INDIA) LIMITED

CIN : U21198MH1936PLC002494

**Registered Office** : 301/302, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai, 400016

**Tel. No.** : 022 69696800 ● **Fax** : 022 24476999

**Email ID** : secretarial@kores-india.com ● **Website**: <http://kores.in>

**Contact Person** : Mr. Sanjay Rane - Company Secretary

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members (**“the Members or the Shareholders”**) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 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 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out below is proposed to be passed by the Members of Kores (India) Limited (the “Company”) through Postal Ballot, only by way of remote e-voting (**“e-voting”**) process.

The Board of Directors of the Company in its meeting held on January 16, 2025 based on the recommendations of the Audit Committee, have considered and recommended to the members of the Company to authorized Board of Directors to accept/invite fixed deposits and to alter other features including Interest rate of fixed Deposit Scheme of the Company.

The Board also considered the alteration of object clause of Memorandum of Association of the by inserting a new object clause which enables to diversify its business into the field of cold storage. Both of the business items mentioned above requires the approval of shareholders in by way of passing a special resolution(s) in this regard.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the aforesaid special resolution(s) setting out material facts and reasons thereof, is also appended. The said resolution(s) and explanatory statement are being sent to you along with the Postal Ballot Notice (the “Postal Ballot Notice” or the “Notice”) for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Roy Jacob Panthappallil (Fellow Membership No. 9017) (CP No. 8220) - Practicing Company Secretary as a scrutinizer ("Scrutinizer") for conducting the Postal Ballot E-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

The Company is providing remote e-voting facility to its members through Central Depository Services (India) Limited (CDSL) and e-voting period begins from **Saturday, February 15, 2025 at 9:00 a.m.(IST) to Sunday, March 16, 2025 at 5: 00 p.m. (IST)**. Members may cast their votes only by way of electronically before the closing date. Remote e-voting instructions are also annexed hereto this notice.

Members are requested to carefully read the instructions annexed hereto this notice for e-voting and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolutions through the e-voting process not later than **5:00 p.m. (IST) on Sunday, March 16, 2025** failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Board ("the Chairman") or in his absence a person authorized by him, after completion of scrutiny of the e-voting in fair and transparent manner. The results of e-voting by postal ballot will be placed on the website of the Company at <https://kores.in>. The date of declaration of postal ballot results will be taken to be the date of passing of below resolution(s). The members are requested to consider and pass the following resolution(s).

### **Special Business:**

#### **1. APPROVAL FOR ALTERATION IN ACCEPTANCE OF FIXED DEPOSITS:-**

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

**"RESOLVED THAT** pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, and all other applicable provisions, if any, (including any statutory modifications or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded to Board of Directors to alter the terms and conditions and salient features of fixed deposit at its discretion including the rate of interest payable on the fixed deposit accepted by the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto."

## 2. APPROVAL FOR ADDITION OF AN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:-

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies and any other regulatory authority as may be necessary, the approval of the Members be and is hereby accorded to alter the Memorandum of Association of the Company by inserting the following clause as **“Clause b-16”** under the Objects of the Company:

*“To carry on the business of establishing, operating, and maintaining multi-purpose cold storage facilities, warehousing, refrigeration services & freezing houses for any kind of perishable goods and to provide storage, processing, packaging, and distribution or in any other form whatsoever.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

**By Order of the Board  
For KORES (INDIA) LIMITED**

**CS Sanjay Rane  
Company Secretary & Head-Legal  
Membership No.:A-12084**

### **Registered Office:**

301/302, Ashford Chambers  
Lady Jamshedji Road, Mahim (West),  
Mumbai, 400016, Maharashtra  
**Tel. No.:**022 69696800 ● **Fax :** 022 24476999  
**Email ID :**secretarial@kores-india.com  
**Website:** <http://kores.in>

Place : Mumbai  
Date : January 16, 2025

## 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 terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. In accordance with the MCA Circulars, the Company is sending the Notice in electronic form and through courier 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 **Monday, February 10, 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 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 only. 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.
4. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), C 101, 247 Park, LBS Road, Vikhroli, West, Mumbai – 400083 Tel. No.: +91810 811 4949, Fax No.: +91-22-49186060.
5. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Monday, February 10, 2025** being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote by way of electronically only.
6. 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.
7. A Member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutinizer by e-mail to : royjacobandco@gmail.com;
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. Postal Ballot (e-voting) period commences from **Saturday, February 15, 2025 at 9:00 a.m. (IST) and ends on Sunday, March 16, 2025 at 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.

10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the date of scrutinizer report, which would be Monday, March 17, 2025. The Resolution(s) 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.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

1. Mr. Roy Jacob (Membership No.: 9017 and COP No.: 8220) has been appointed as the Scrutinizer for the postal ballot process through remote e-voting. The Scrutinizer will also ensure that the remote e-Voting process is conducted in a fair and transparent manner.
2. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
3. **The instructions for shareholders for voting electronically are as under:**
  - (i) The e-voting period begins on **Saturday, February 15, 2025 at 9:00 a.m. (IST) to Sunday, March 16, 2025 at 5: 00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) **February 10, 2025**, may cast their vote electronically only. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**.
  - (iii) Click on the “Shareholders” module.
  - (iv) Now enter your User ID:
    - For CDSL: 16-digit beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.

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 the 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 e-voting of any company, then your existing password is to be used.
- (vii) **If you are a first-time user, follow the steps given below :**
  - For shareholders holding shares in Demat Form and Physical Form**
  - PAN**
  - Dividend Bank Details OR Date of Birth (DOB)**

- (viii) After entering these details appropriately, click on the “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘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 the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “**Kores (India) Limited**” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

**1. For shareholders holding physical shares –**

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR Card (self-attested scanned copy of Aadhar Card) by email to **santosh.gamare@linkintime.co.in**.

## 2. For shareholders holding demat shares –

Please provide Demat account details (CDSL - 16-digit beneficiary ID or NSDL - 16-digit DP ID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR Card (Self-attested scanned copy of Aadhar Card) to [santosh.gamare@linkintime.co.in](mailto:santosh.gamare@linkintime.co.in).

### Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “**Corporates**” module.
- 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).
- A Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) issued in favor of the Custodian, if any, should be uploaded in PDF format for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 at toll free no. 1800 21 09911.

**Contact Details:**

<b>Company</b>	Mr. Sanjay Rane Company Secretary & Head - Legal Kores (India) Limited CIN : U21198MH1936PLC002494 Regd. Office: 301/302, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai, 400016, Maharashtra Contact No.:022 69696800; Email ID : secretarial@kores-india.com Website: <a href="https://kores.in">https://kores.in</a>
<b>Registrar and Transfer Agent</b>	M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C-101, 247 Park,L. B. S. Marg, Vikhroli (West), Mumbai 400083 Contact Person: Mr. Santosh Gamare Contact No: - 022 49186000 Email: <a href="mailto:santosh.gamare@linkintime.co.in">santosh.gamare@linkintime.co.in</a>
<b>E-Voting Agency</b>	Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Contact No : 1800 21 09911 E-mail to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	Roy Jacob & Co. Company Secretaries 207, Anjani Complex, Nr. WEH Metro Station Pereira Hill Road off Andheri-Kurla Road, Andheri (East), Mumbai – 400099 Contact No : 022 49626229 Email id : <a href="mailto:royjacobandco@gmail.com">royjacobandco@gmail.com</a>



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

**Item No. 1 –**  
**Approval for acceptance of Deposits:-**

The Company had previously obtained the approval of the shareholders at the last Annual General Meeting (AGM) held on 22<sup>nd</sup> August, 2024 for accepting fixed deposits under the provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014. Considering the prevailing market conditions and to remain competitive in attracting deposits from the public and members, the Board of Directors at its meeting held on January 16, 2025 has approved the proposal to authorized to Board of Directors of the Company to alter the features of Fixed Deposit Scheme including Interest rate as per prescribed under of the scheme.

The approval of the members is required to authorize the Board to implement the terms & conditions of the Fixed Deposit Scheme including Interest rates. The Board recommends the resolution as set out in Item No. 1 of the Notice for approval by the members through postal ballot.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in the resolution, except to the extent of any fixed deposit made or proposed to be made by them in the Company.

**Item No. 2 –**  
**Alteration of the Memorandum of Association for Addition of an Object Clause for Cold Storage Business:-**

The Company is constantly evaluating opportunities for diversification and expansion in line with its strategic objectives. Considering the increasing demand in the logistics and storage sector, particularly in cold storage facilities, the Board of Directors has proposed to add a new object as “**clause b-16**” in the Memorandum of Association of the Company to include the business of cold storage.

The proposed clause will enable the Company to establish, maintain, operate & distribute cold storage facilities for storing perishable goods or in any other form whatsoever. This will help in the expansion of the Company’s business and ensure long-term value creation for the shareholders.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association requires the approval of shareholders by way of a Special Resolution. Accordingly, the Board recommends the resolution as set out in Item No. 2 of the Notice for approval by the members through postal ballot.

A copy of the existing and the proposed Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days, except Saturdays, Sundays, and public holidays, until the last date for receipt of postal ballot forms.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested in this resolution, except as shareholders of the Company, if applicable.

**By Order of the Board of Director  
For KORES (INDIA) LIMITED**

**CS Sanjay Rane  
Company Secretary & Head-Legal  
Membership No.:A-12084**

Place: Mumbai  
Date: January 16, 2025

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**If undelivered, please return to:-**

**Name** : **KORES (INDIA) LIMITED**

**Address** : 301/302, Ashford Chambers, Lady Jamshedji Road, Mahim (West), Mumbai - 400016,  
Maharashtra

**Contact No.** : 022-69696800

**Email ID** : [secretarial@kores-india.com](mailto:secretarial@kores-india.com)

**Website** : <https://kores.in>