

CHAMAN LAL SETIA EXPORTS LTD.

(CIN No.: L51909PB1994PLC015083)

Mirankot Road, P.O. Central Jail, Ajnala Road, Amritsar-143002

Tel. 0183-2592708, FaxNo. 0183-2590453

Website: www.clsetia.in Email: clsetia@rediffmail.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, each as amended]

Dear Member (s),

Notice is hereby given that the resolution set out below are proposed to be passed by the Members of Chaman Lal Setia Exports Limited ("the Company") by means of Postal Ballot, through Remote e-voting process ("e-voting") only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through E-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 8th, 2020, April 13th, 2020, June 15th, 2020, September 28th, 2020, December 31st, 2020, June 23rd, 2021, December 08th, 2021, May 05th, 2022 and December 28th, 2022 respectively (collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Regulations, Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2"), and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed herewith for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ("Notice") along with explanatory statement and Remote E-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on 31.03.2023 ("Cut-off date"). Each Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.

In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the Remote E-voting system only.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with applicable Rules framed under Companies Act, 2013, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to enable the Members to cast their votes electronically. The e-voting facility is available from 09:00 a.m (IST) on Monday 10.04.2023 onwards till 09.05.2023 Tuesday [upto 5.00 P.M. (IST)]. For this purpose, please read the instructions for remote e-voting.

The Company has appointed Sunil Dhawan & Associates, Practicing Company Secretary, Amritsar to act as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his final report and other papers within the prescribed time to Chairman & Managing Director or Company Secretary of the Company after completion of scrutiny of the e-voting. The results of the Postal Ballot/evoting along with the Scrutinizers' Report shall be displayed on the Company's website i.e. www.clseil.in, on the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited www.bseindia.com and www.nseindia.com respectively, within two (2) working days from the conclusion of remote e-voting.

You are requested to pursue the proposed resolutions along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

SPECIAL BUSINESS:-

RESOLUTION

Item No. 1 :-

Re-appointment of Mr. Arun Kumar Verma (DIN:- 08145624) as an Independent Director for second term.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for continuation of Mr. Arun Kumar Verma (DIN:-08145624) who was appointed by the members of the Company at their Annual General meeting held on 29.09.2018 as an Independent Director of the Company for a first term of five consecutive years commencing from 29.05.2018 to 28.05.2023 and who holds office of the Independent Director upto 28.05.2023 and who is eligible for being appointed as an Independent 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 Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from 29.05.2023 to 28.05.2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution and to do all things incidental and ancillary thereto."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHAMAN LAL SETIA EXPORTS LTD.**

Sd/-

(Vijay Kumar Setia)

Chairman & Managing Director

DIN :- 01125966

Date : 29.03.2023

Place : Amritsar

NOTES:-

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 31st March, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.clsel.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut Off Date will only be considered eligible for the purpose of evoting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, April 10th, 2023 and ends at 5.00 p.m. (IST) on Tuesday, May 09th, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorisation (Board Resolution/ Power of Attorney/ Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at clsetia@rediffmail.com not later than 5.00 p.m. on May 09th, 2023. Also, a scanned copy of the proof of authorisation, should be uploaded in PDF format in the CDSL e-Voting system for the scrutinizer to verify the same.
9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Tuesday, 09.05.2023.
10. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email, to the Company at www.clsel.in.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and *shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on "Shareholders" module.
- 2) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.

(xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address scletia@rediffmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- 1. For Physical shareholders- 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 (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding this Postal Ballot you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

Annexure -A

Brief Profile of Directors seeking appointment through Postal Ballot by remote e-voting process

Name of the Director	Mr. Arun Kumar Verma
DIN	08145624
DESIGNATION	Independent Director
Date of Birth	25.03.1958
Age	65
Date of Appointment	29.05.2023
Relationship with Directors and Key Managerial Personnel	NONE
Shareholding in Chaman Lal Setia Exports Ltd.	NIL
Qualifications	Graduation, PG Diploma in material management
Experience & Expertise in specific functional area	He is having experience of more than 20 years in plastic moulding unit and further good experience in auditing of materials and further rich experience in leasing out property business.
Number of meetings of the Board attended during the financial year 2022-2023	7
Directorship/Membership/Chairmanships held in other Companies as on date	NIL

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all material facts relating to the special business mentioned in this Notice:

ITEM NO. 1

Re-appointment of Mr. Arun Kumar Verma as an Independent Director of the Company :-

As per the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), an independent Director can hold office for a term of up to 5 (Five) consecutive years on the Board of a Company and can be re-appointed for one more term with approval of shareholders by way of a special resolution. As their respective first term as an Independent Director nears ends on 28.05.2023, pursuant to recommendation of the Nomination & Remuneration Committee and pursuant to the performance evaluation of Mr. Arun Kumar Verma as a Member of the Board; (b) his background, experience and contribution to the Board deliberations, his continued association would be beneficial to the Company, the Board, at its meeting held on 29.03.2023, proposed to recommend to the shareholders the re-appointment of Mr. Arun Kumar Verma as an Independent Director of the Company, not liable to retire by rotation, for second term effective 29.05.2023.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arun Kumar Verma for the office of Directors of the Company.

Mr. Arun Kumar Verma is aged 65 years is an innovative executive. He did his graduation from Delhi University and further did his PG Diploma in Materials Management. He is having experience of more than 20 years in plastic moulding unit and further good experience in auditing of materials and further rich experience in leasing out property business. Mr. Arun Kumar Verma is not related to any Director of Company. He is not a Director in any other Company and further he is not a Member/ Chairman of Committee in any other Company.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association as an Independent Director of the Company would be of Company to continue to avail the benefits of his knowledge, expertise and vast experience. Mr. Arun Kumar Verma has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the IICA.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Arun Kumar Verma as an Independent Director of the Company.

Mr. Arun Kumar Verma is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

The Company has also received a declaration from Mr. Arun Kumar Verma confirming the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Mr. Arun Kumar Verma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

Except Mr. Arun Kumar Verma (DIN: 08145624), being an appointee or his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.1.

The Board of Directors recommends the resolution at Item no. 1 of the Notice for approval by the members of the Company as Special Resolution respectively.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHAMAN LAL SETIA EXPORTS LTD.**

Sd/-

Date : 29.03.2023
Place : Amritsar

(Vijay Kumar Setia)
Chairman & Managing Director
DIN :- 01125966