



NEW INDIA RETAILING & INVESTMENT LIMITED

Regd. Office: 9/1, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel: +91 33 2242 9956, Fax: +91 33 2248 6369,

Website : www.niril.in; E-mail: newindia@birlasugar.org

CIN: L15421WB1933PLC023070

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Management and Administration) Rules, 2014 ("**Rules**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**"), to the extent applicable and other applicable laws and regulations, if any, that the Resolution(s) appended below are proposed to be passed by the Members of New India Retailing & Investment Limited ("**Company**") by way of Postal Ballot including remote e-voting ("**e-voting**").

A Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the proposed Resolution(s) setting out the material facts concerning the Resolution(s) and the reasons thereof is annexed hereto for your consideration and forms part of the Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri Mohan Ram Goenka, Practising Company Secretary, (C.P. : 2551), as the Scrutinizer for conducting the Postal Ballot, including e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies" and pursuant to the provisions of Section 108, 110 of the Act read with Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.00 p.m. on Saturday, 28th January, 2023. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 p.m. on 28th January, 2023 will be treated as 'invalid'. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder.

The Company has engaged the services of National Securities Depository Limited, ("**NSDL**") as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on **Friday, 30th December, 2022 at 9.00 a.m. (IST)** and end on **Saturday, 28th January, 2023 at 5.00 p.m. (IST)**. The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before Tuesday, 31st January, 2023 by 5.00 p.m. at the Registered Office of the Company. The said results along with Scrutinizer Report will be displayed at the Registered Office of the Company and will also be communicated to The Calcutta Stock Exchange Limited ("**CSE**"), where the shares of the Company are listed. A copy of the results will also be forwarded to NSDL for displaying the same on its website : www.evoting.nsdl.com and will also be displayed on the Company's website: www.niril.in.

SPECIAL BUSINESS

1. Appointment of Dr. Shabnam Agarwal (DIN: 02428022) as an Independent Director of the Company

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

"RESOLVED THAT in accordance with 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 Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Nomination & Remuneration Committee, Dr. Shabnam Agarwal (DIN: 02428022), who was appointed as an Additional Director designated as an Independent Director of the Company, by the Board of Directors with effect from 8th November, 2022 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment and who has given her consent to act as a Director of the Company and in respect of whom, the Company has received a Notice in writing under Section 160 of the Act, from a member proposing her candidature for the Office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 8th November, 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For New India Retailing & Investment Limited

Binaya Kumar Dash
Company Secretary
ACS 17982

Place: Kolkata

Dated : 8th November, 2022

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution is annexed herewith.
2. The relevant details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) are also annexed as **Annexure** to this Notice.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, through permitted mode, whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, December 23, 2022 (Cut-off Date).
4. In line with the MCA Circulars, the Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their e-mail addresses, physical copies are being sent by permitted mode along with a self-addressed postage pre-paid envelope. Members may also note that the Postal Ballot Notice will also be available on the Company's website at www.niril.in, website of the Calcutta Stock Exchange and on the website of NSDL at www.evoting.nsdl.com.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by submitting duly signed ISR - 1.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, December 23, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining

a duplicate Postal Ballot Form, may download the Postal Ballot Form from the Company's website, www.niril.in or alternatively may request RTA and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 P.M., Saturday, 28th January, 2023.

9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
10. All relevant documents referred in the Postal Ballot Notice and Statement will be available for inspection electronically between 11.00 a.m. to 1:00 p.m. on any working day excluding Saturday and Sunday until the last date for receipt of duly completed Postal Ballot Form or e-voting. Members seeking to inspect such documents can send an email to newindia@birlasugar.org.
11. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on January 28, 2023 i.e., the last date specified for receipt of votes through the e-voting process.
12. **Instructions for Members for remote e-voting are given hereunder :**

How do I vote electronically using NSDL e-Voting system?


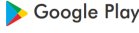


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 3. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to newindia@birlasugar.org.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to newindia@birlasugar.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statements sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1

In order to broad base the Board of Directors of the Company and to fill the vacancy caused due to sudden demise of Mr. Ramesh Chandra Tapuriah, Independent Director, the Board of Directors of the Company, upon recommendations of the Nomination and Remuneration Committee, at its Meeting held on 8th November, 2022 had considered and appointed Dr. Shabnam Agarwal (DIN : 02428022), as an Additional Director of the Company in the category of Non-Executive and Independent Director for a term of five consecutive years , with effect from 8th November, 2022. Pursuant to Reg. 17(1)(c) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Dr. Shabnam Agarwal, shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received consent and requisite disclosure fulfilling the criteria of Independence Director from Dr. Shabnam Agarwal. The Company has received a Notice in writing from a Member under Section 160 of the Act proposing the candidature of Dr. Shabnam Agarwal, for the office of the Director of the Company.

In the opinion of the Board of Directors, Dr. Agarwal, possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director of the Company. Dr. Agarwal shall be paid remuneration by way of fees for attending the meetings of the Board and its Committees, reimbursement of expenses for participating in the Board and Committee meetings.

Dr. Agarwal, is a dedicated clinician, innovative educator and serious researcher and is a specialist Musculo-skeletal physiotherapist, practicing in Belle Vue Clinic, Kolkata, as the Chief Physiotherapist, since the past 25 years. Details of Dr. Agarwal are provided in the 'Annexure' to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India.

A copy of the draft Letter of Appointment for Independent Director is available for inspection through electronic mode. Members seeking for inspection, can send an e-mail to the Company at newindia@birlasugar.org.

No Director, Key Managerial Personnel or their relatives except Dr. Shabnam Agarwal, is directly or indirectly concerned or interested in the resolution, financially or otherwise except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of Special Resolution.

Annexure

Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Section 196 (4) of the Companies Act, 2013, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)

Name of the Director	Dr. Shabnam Agarwal (DIN : 02428022)
Date of birth and age	11th July, 1969 , 53 years
Nationality	Indian
Qualifications	specialist Musculo-skeletal physiotherapist and Masters from University of Wales, College of Medicine, Cardiff, UK and a PhD from Curtin university, Western Australia.
Brief profile covering experience	Dr. Shabnam Agarwal is a dedicated clinician, innovative educator and serious researcher. She is a specialist Musculo-skeletal physiotherapist, practicing in Belle Vue Clinic, Kolkata, as the Chief Physiotherapist, since the past 25 years. Although a dedicated clinician, her passion about professional advancement and developing well trained graduate physiotherapists in eastern India led her into Academics, which saw her as Director Education of Nopany Institute of Healthcare Studies (NIHS), the first private physiotherapy college in Kolkata in 2004.
Date of first appointment on the Board of Directors of the Company	8th November, 2022
Terms and Conditions of Appointment / Reappointment	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Inter-se relationship	Not Applicable
Shareholding	NIL
Number of Board Meetings attended during the year	Not applicable
Remuneration last drawn including sitting fees, if any	Not applicable
Remuneration sought to be paid	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Other Directorships	NIL
Committee Memberships, in other companies, if any with position if any with position	NIL
Listed companies from which the Director has resigned in the past three years	Shree Hanuman sugar & Industries Limited

By Order of the Board of Directors
For New India Retailing & Investment Limited

Binaya Kumar Dash

Company Secretary
ACS 17982

Place: Kolkata
Dated : 8th November, 2022



NEW INDIA RETAILING & INVESTMENT LIMITED

Regd. Office: 9/1, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel: +91 33 2242 9956, +91 33 2248 7068, Fax: +91 33 2248 6369,

Website : www.niril.in; E-mail: newindia@birlasugar.org

CIN: L15421WB1933PLC023070

NOTICE OF POSTAL BALLOT

Serial No.

I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for special business stated in the Postal Ballot Notice dated 8th November, 2022 of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate column below:

Item No.	Description	No. of shares	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Appointment of Dr. Shabnam Agarwal (DIN : 02428022) as an Independent Director of the Company.			

Place :

Date :

Signature(s) of the shareholder(s)/
Authorised Representative

Electronic Voting Particulars:

The electronic voting particulars are set out as follows:

EVEN	USER ID	PASSWORD
123147		

Note : In terms of SEBI e-voting circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants. The detailed procedure for remote e-voting is given in the Postal Ballot Notice.

PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by New India Retailing & Investment Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. 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. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
6. Duly completed Postal Ballot Form should reach to the Scrutinizer on or before 5.00 p.m. (IST) on Saturday, 28th January, 2023. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
8. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - a. It has not been signed by or on behalf of the Member;
 - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company
 - c. It is not possible to determine without any doubt the assent or dissent of the Member;
 - d. Neither assent nor dissent is mentioned;
 - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - h. Member has made any amendment to the resolution or imposed any condition while exercising his vote.
9. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 23rd December, 2022 (cut-off date).
10. The result of the Postal Ballot will be declared on or before Tuesday, 31st January, 2023 by 5.00 p.m. at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 06 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to e-voting.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. The Scrutinizer's decision on the validity of Postal Ballot will be final and binding.