



Antarctica Limited

41/A, Tara Chand Dutta Street, Chittaranjan Avenue (Kolkata), Kolkata West Bengal, India, 700073

CIN : L46695WB1991PLC051949, Telephone : 9830217177

Email: info@antarctica-packaging.com; Website: www.antarctica-packaging.com

Date: November 08, 2024

To,
The Director
Listing and Market Operations
The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Bandra Kurla
Complex Bandra (E) Mumbai- 400 051

Sub.: Postal Ballot pursuant to Regulation 44 of SEBI (LODR) Regulation, 2015.

Reference: ISIN: INE414B01021; Symbol : ANTGRAPHIC

Dear Sir,

With reference to the above mentioned subject please find enclosed herewith the following

- a) Voting Results in accordance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015
- b) Scrutiniser Report

Please kindly take into your records.

Thanking You,

Yours faithfully,

For Antarctica Limited

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481

General information about company	
Scrip code	123456
NSE Symbol	ANTGRAPHIC
MSEI Symbol	NOTLISTED
ISIN	INE414B01021
Name of the company	ANTARCTICA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-11-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	ALKESH JALAN
Firms Name	ALKESH JALAN
Qualification	CS
Membership Number	10620
Date of Board Meeting in which appointed	07-10-2024
Date of Issuance of Report to the company	08-11-2024

Voting results	
Record date	04-10-2024
Total number of shareholders on record date	100257
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1482567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1482567	0	0	0	0	0
Public- Institutions	E-Voting	1084900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1084900	0	0	0	0	0
Public- Non Institutions	E-Voting	152442133	951198	0.624	927882	23316	97.5488	2.4512
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		152442133	951198	0.624	927882	23316	97.5488
Total		155009600	951198	0.6136	927882	23316	97.5488	2.4512
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	<p>RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 67,00,00,000/- (Rupees Sixty-Seven Crores Only) divided into 67,00,00,000 (Sixty-Seven Crores Only) equity shares of face value of Re.1/- (Rupee One Only) to Rs. 112,00,00,000 (Rupees One Hundred and Twelve Crores Only) consisting of 112,00,00,000 (One Hundred and Twelve Crores Only) Equity Shares of Re. 1/- (Rupee One Only) each.</p> <p>RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:</p> <p>The Authorized Share Capital of the Company is Rs. 112,00,00,000 (Rupees One Hundred and Twelve Crores Only) consisting of 112,00,00,000 (One Hundred and Twelve Crores Only) Equity Shares of Re. 1/- (Rupee One Only) each.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.</p>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				PREFERENTIAL ALLOTMENT OF UPTO 43,26,08,691 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1482567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1482567	0	0	0	0	0
Public-Institutions	E-Voting	1084900	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1084900	0	0	0	0	0
Public- Non Institutions	E-Voting	152442133	951198	0.624	915861	35337	96.285	3.715
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		152442133	951198	0.624	915861	35337	96.285
Total		155009600	951198	0.6136	915861	35337	96.285	3.715
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Companies Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (Stock Exchange), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (SEBI), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (Takeover Regulations) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (RBI), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 43,26,08,691 Fully Convertible Warrants (Warrants) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Re 1/- (Rupee One Only) each per Warrant, to persons belonging to Non-Promoter, Public Category, at an issue price of Rs.2.30/- in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 99,49,99,989.30/-, on such further terms and conditions as detailed herein below, to the below mentioned persons (Proposed Allottees):

S. No.	Name of the Proposed Allottees	Warrants to be allotted on Preferential basis Maximum Quantity for the respective allottee
1	Gokalbhai Chaudhari	3,47,82,608
2	Danliben Chaudhari	3,47,82,608
3	Ronak Kumar	1,52,17,391
4	Balmukund Tradelink Private Limited	4,17,39,130
5	Eklingji Broking LLP	5,09,13,043
6	Banke Tradelink Private Limited	5,30,43,478
7	Moneystar Tradelink Private Limited	3,95,65,217
8	Mithlesh Consultancy LLP	4,39,13,043
9	Katyayani Tradelink Private Limited	3,47,82,608
10	Someshwara Tradelink Private Limited	4,00,00,000
11	Satvat Agro LLP	4,38,69,565
Total	43,26,08,691	

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is, Tuesday, October 08, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. November 07, 2024).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- i) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- j) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of

Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



B.Com, Company Secretaries
Resolution Professional
(IBBI / IPA-002/IP/N 00718/2018-2019 / 12199)

Jalan Alkesh & Associates

304, Agrawal Arcade, Nr. Ambawadi Circle,
Ambawadi, Ahmedabad - 380006
Tel. : (079) 40024082 (M) 98255 - 55097
E-mail : jalanalkesh@gmail.com

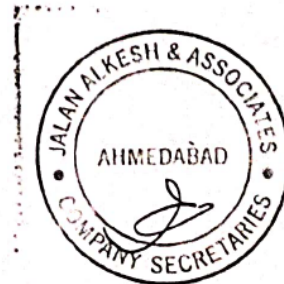
Scrutinizer's Report

To,
The Chairman of
Antarctica Limited

Dear Sir,

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 7th October, 2024 has appointed me as Scrutiniser for the remote e-voting process of the members of Antarctica Limited (herein after referred to as "Company") in terms of Postal Ballot Notice issued to the members on 8th October, 2024.

The management is responsible for ensuring compliance under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFDPoD2/ P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on

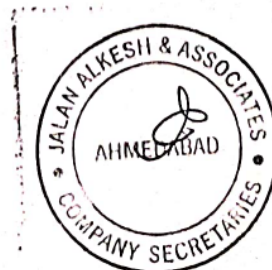


General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of Antarctica Limited ("the Company") to be passed by way of postal ballot, only through remote voting by electronic means ("remote e-voting").

My responsibility is to scrutinize the remote e-voting process in a fair and transparent manner based on the information generated from the e-voting system provided by National Securities Depository Limited, M/s Maheshwari Datamatics Private Limited, Registrar and Transfer Agent the records maintained by the company and the authorizations lodged with the Company.

The report is as under

1. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, 09th October, 2024 and ends at 5:00 PM IST on Thursday, 07th November, 2024.
2. The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 4th October, 2024 ("Cut-off Date") as received from the Depositories.
3. The e-votes were unlocked on 07th November, 2024 in the presence of two witnesses Mr. Dutt Sagar Chavda, residing at Ahmedabad and Mrs. Dipika Soni residing at Ahmedabad-380051 who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unlocked in their presence.
4. Thereafter the details containing inter-alia list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of NSDL ([www.https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)). All the votes cast electronically during the said period have been taken into consideration for the purpose of our report.
5. The resolutions on which the Promoter and Promoter Group are interested and have voted are considered to be invalid votes for the purpose. There was no resolution in which the Promoter or Promoter Group were interested.
6. The Sheet containing the results of remote e-voting is provided in the Annexure. Based on the Annexure we report that, the Resolutions as contained in the Notice of Postal Ballot Notice dated 07th October, 2024 has been passed with requisite majority.

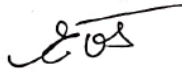


7. Since there are no physical papers, the files for voting will be send to the Company at their mail id for the record purpose.

8. You may declare the results accordingly.

Thanking you,
For, JALAN ALKESH & ASSOCIATES
COMPANY SECRETARIES

Countersigned
For, Antarctica Limited



ALKESH JALAN
PROPRIETOR
Fcs : 10620
UDIN : F010620F001983118

Rajeshkumar Sharma
(Chairman)

Dated: 08th November, 2024

Witness :



Dutt Sagar Chavda



Dipika Soni



ANNEXURE TO SCRUTINIZER'S REPORT OF ANTARCTICA LIMITED FOR THE POSTAL BALLOT

Sr. No.	Resolution	Whether Ordinary Business or Special Business	Type of Resolution	Mode	No. of members voted	No. of shares held	Valid Votes	Invalid Votes	Votes in Favour of resolution	Against the resolution	Not Voted	% of total no of valid votes cast		
												Favour	Against	Not Voted
1	Increase In Authorized Share Capital Of The Company And Consequent Alteration In Capital Clause Of The Memorandum Of Association Of The Company	Special	Ordinary	EVOTING	176	951198	951198	0	927882	23316	0	97.55	2.45	0
2	Preferential Allotment Of Up to 43,26,08,691 Fully Convertible Warrants To The Persons Belonging To Non-Promoter, Public Category.	Special	Special	EVOTING	176	951198	951198	0	915861	35337	0	96.29	3.71	0

For, JALAN ALKESH & ASSOCIATES
COMPANY SECRETARIES

