



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

Date : 22nd August, 2024

To,

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

Dear Sir / Madam,

Sub: Results of Postal Ballot

This is further to our letter dated 22ND July, 2024 submitting the Postal Ballot Notice for seeking approval of the Members of the Company for the following agenda items :

1. To Increase The Authorised Share Capital Of The Company – Ordinary Resolution
2. Authority To Borrow Money – Special Resolution
3. Sell, Lease, Mortgage or Otherwise Disposed of Whole or Substantially Whole of the Undertaking of the Company – Special Resolution
4. 4. To alter Main Object Clause of Memorandum of Association of the Company – Special Resolution

In this regard, please note that Mr. Alkesh Jalan, Practising Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 17th July, 2024.

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

|| Results of Postal Ballot;

|| Scrutinizer's Report;

|| Certified True Copy of the resolutions as approved by the Members.



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

You are requested to kindly take the above information on record.

FOR, ANTARTICA 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)	21-08-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	ALKESH JALAN
Firms Name	JALAN ALKESH & ASSOCIATES
Qualification	CS
Membership Number	10620
Date of Board Meeting in which appointed	17-07-2024
Date of Issuance of Report to the company	21-08-2024

Voting results	
Record date	12-07-2024
Total number of shareholders on record date	91234
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	4
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				TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPNY				
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	3132567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3132567	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	151877033	383016	0.2522	346191	36825	90.3855	9.6145
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		151877033	383016	0.2522	346191	36825	90.3855
Total		155009600	383016	0.2471	346191	36825	90.3855	9.6145

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 and all other applicable provisions, if any, under the Companies Act, 2013 (the Act), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), or any other applicable laws for the time being in force, Consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of 47,00,00,000/- (Rupees Forty Seven Crores Only) to Rs. 67,00,00,000/- (Rupees Sixty Seven Crores Only) divided into 67,00,00,000/- (Sixty Seven Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.</p> <p>RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following::</p> <p>V. The Authorised Share Capital of the Company is Rs. 67,00,00,000/- (Rupees Sixty Seven Crores Only) divided into 67,00,00,000/- (Sixty Seven Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each with the power to sub-divide, consolidate and increase or decrease and with power from time to time issue any share of the original capital or any new capital with and subject to any preferential and as permitted under the provisions of the Companies Act, 2013 .</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.</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				AUTHORITY TO BORROW MONEY.				
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	3132567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3132567	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	151877033	383016	0.2522	338281	44735	88.3203	11.6797
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		151877033	383016	0.2522	338281	44735	88.3203
Total		155009600	383016	0.2471	338281	44735	88.3203	11.6797
Whether resolution is Pass or Not.							Yes	

	Disclosure of notes on resolution	Textual Information(1)
--	-----------------------------------	------------------------

Text Block	
Textual Information(1)	<p>RESOLVED THAT in supersession of the earlier resolutions passed if any, the consent of the members of the Company be and is hereby accorded in terms of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 250 crores (Two Hundred Fifty Crores only) including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Companys Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 250 crores (Two Hundred Fifty Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as Securities), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.</p>

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSED OF WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING 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	3132567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3132567	0	0	0	0	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	151877033	383016	0.2522	309453	73563	80.7938	19.2062
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		151877033	383016	0.2522	309453	73563	80.7938
Total		155009600	383016	0.2471	309453	73563	80.7938	19.2062

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 Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/or charge (s) and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and / or undertaking of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.</p>

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Alter Main Object Clause of 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	3132567	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3132567	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	151877033	384516	0.2532	327034	57482	85.0508	14.9492
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		151877033	384516	0.2532	327034	57482	85.0508
Total		155009600	384516	0.2481	327034	57482	85.0508	14.9492
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 Section 13 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws, the consent of the Company be and is hereby accorded for alteration of the Main object clause of the Memorandum of Association of the Company by inserting the following new clause(s) after existing Sub Clause No. 4 of Clause III(A) therein:

5. To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.

6. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and sell of agricultural products, agro foods, natural products of any kind and description.

7. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or

otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, artificial intelligence services and other support services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services.

8. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia, stokist, liasioner, jobworker, export house or otherwise to deal in all types of textile goods dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, americal clothes, limitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgette, gabardine, pashminas, floor cloths, twid, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by man made or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polyimide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.

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
www.csjalan.com

Scrutinizer's Report

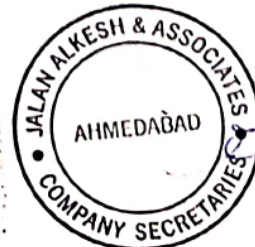
To,
The Chairman of
Antarctica Limited

Report on Postal Ballot

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 17th July, 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 22nd July, 2024.

The management is responsible for ensuring compliance under the provisions of Section 110, 108 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 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



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

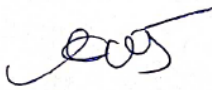
1. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, 23rd July, 2024 and ends at 5:00 PM IST on Wednesday, 21st August, 2024.
2. The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, July 12, 2024 ("Cut-off Date") as received from the Depositories.
3. The e-votes were unlocked on 21st August, 2024 in the presence of two witnesses Mr. Dutt Sagar Chavda, residing at Ahmedabad - 380059 and Mr. Nayan Bhavsar 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 Special Resolution as contained in the Notice of Postal Ballot Notice issued to the members on 22nd July, 2024 has been passed with requisite majority.



7. The Register and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid annual general meeting and the same will be handed over to the Mr. Rajeshkumar Sharma, Chairman of the Company for safe keeping.

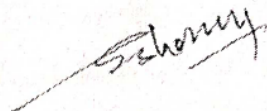
8. You may declare the results accordingly.

Thanking you,
For, **JALAN ALKESH & ASSOCIATES**
COMPANY SECRETARIES



ALKESH JALAN
PROPRIETOR
Fcs : 10620
UDIN : F010620F001015723


Countersigned
For, Antarctica Limited



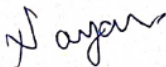
Rajeshkumar Sharma
(Chairman)

Dated: 21st August, 2024

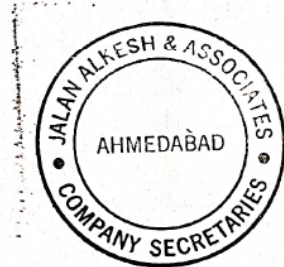
Witness :



Dutt Sagar Chavda



Nayan Bhavsar



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	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPNY	Special	Ordinary	EVOTING	216	383016	383016	0	346191	36825	0	90.39	9.61	0
2	AUTHORITY TO BORROW MONEY.	Special	Special	EVOTING	216	383016	383016	0	338281	44735	0	88.32	11.68	0
3	SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSED OF WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING OF THE COMPANY	Special	Special	EVOTING	216	383016	383016	0	309453	73563	0	80.79	19.21	0



4	To alter Main Object Clause of Memorandum of Association of the Company.	Special	Special	EVOTING	217	384516	384516	0	327034	57482	0	85.05	14.95	0
---	--	---------	---------	---------	-----	--------	--------	---	--------	-------	---	-------	-------	---



[Handwritten signature]



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

CERTIFIED TRUE COPY OF ORDINARY RESOLUTION PASSED BY MEMBERS OF ANTARCTICA LIMITED THROUGH POSTAL BALLOT ON WEDNESDAY, 21ST AUGUST, 2024

Item No. 1

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPNY

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force, Consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of 47,00,00,000/- (Rupees Forty Seven Crores Only) to Rs. 67,00,00,000/- (Rupees Sixty Seven Crores Only) divided into 67,00,00,000/- (Sixty Seven Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorised Share Capital of the Company is Rs. 67,00,00,000/- (Rupees Sixty Seven Crores Only) divided into 67,00,00,000/- (Sixty Seven Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each with the power to sub-divide, consolidate and increase or decrease and with power from time to time issue any share of the original capital or any new capital with and subject to any preferential and as permitted under the provisions of the Companies Act, 2013 .



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**CERTIFIED TO BE TRUE
FOR, ANTARTICA LIMITED**

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY MEMBERS OF ANTARCTICA LIMITED THROUGH POSTAL BALLOT ON WEDNESDAY, 21ST AUGUST, 2024

Item No. 2

AUTHORITY TO BORROW MONEY

“RESOLVED THAT in supersession of the earlier resolutions passed if any, the consent of the members of the Company be and is hereby accorded in terms of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 250 crores (Two Hundred Fifty Crores only) including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 250 crores (Two Hundred Fifty Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as “Securities”), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.”

**CERTIFIED TO BE TRUE
FOR, ANTARTICA LIMITED**

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY MEMBERS OF ANTARCTICA LIMITED THROUGH POSTAL BALLOT ON WEDNESDAY, 21ST AUGUST, 2024

Item No. 3

SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSED OF WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/or charge (s) and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and / or undertaking of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

**CERTIFIED TO BE TRUE
FOR, ANTARTICA LIMITED**

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY MEMBERS OF ANTARCTICA LIMITED THROUGH POSTAL BALLOT ON WEDNESDAY, 21ST AUGUST, 2024

Item No. 4

TO ALTER MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws, the consent of the Company be and is hereby accorded for alteration of the Main object clause of the Memorandum of Association of the Company by inserting the following new clause(s) after existing Sub Clause No. 4 of Clause III(A) therein:

5. To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.

6. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and sell of agricultural products, agro foods, natural products of any kind and description.

7. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, artificial intelligence services and other support services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services.

8. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia, stokist, liasioner, jobworker, export house or otherwise to deal in all types of textile goods dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, americal clothes, limitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgette, gabardine, pashminas, floor cloths,



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

twid, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by man made or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polyimide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.”

**CERTIFIED TO BE TRUE
FOR, ANTARTICA LIMITED**

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all Material facts relating to the businesses mentioned under Items No. 1 to 4 of the accompanying Notice dated 17 July, 2024

ITEM No.1:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 47,00,00,000 (Rupees Forty Seven Crore) divided into 47,00,00,000 (Forty Seven Crore) shares of Rs. 1 each to Rs. 67,00,00,000 (Rupees Sixty Seven Crore) divided into 67,00,00,000 (Sixty Seven Crore) shares of Rs. 1 each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above Ordinary resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 2

Pursuant to the provision of Section 180(1) (c) of the Companies Act, 2013 Consent of the Company is required to borrow funds in excess of the paid up capital and free reserves of the company and to create security for the same. The Company intends to borrow from time to time any sum of moneys which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

Bankers in the ordinary course of business) may exceed the aforesaid limit but not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only).

The Board recommends the passing of Special resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relative(s), are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

Item No. 3

Pursuant to section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of members accorded by way of Special Resolution.

The Company may sell, lease, dispose off/create charge and/or mortgage all or any of the immovable and / or movable properties and / or undertaking of the Company wheresoever situated, present & future and the whole of the undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFC's or otherwise, to secure the repayment of funds/credit facilities availed or to be availed by the Company, for a sum of money not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only).

The Board recommends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relative(s), are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

Item No. 4

Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to alter Main Object Clause of Memorandum of Association of the Company. The Board at its meeting held on 17th July, 2024 has approved alteration Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.



Antarctica Limited

Regd. Office: 1 A, Vidyasagar street, Kolkata-700009

Ph: 9830217177

CIN No.: L22219WB1991PLC051949

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

The Proposed amendment for Clause III (A) (5) will allow the Company to carry on the business of real estate and other objects detailed in the resolution.

The Proposed amendment for Clause III (A) (6) will allow the Company to carry on the business of agriculture and agro products including commodity trading and other objects detailed in the resolution.

The Proposed amendment for Clause III (A) (7) will allow the Company to carry on the business of software and other information technology related activities detailed in the resolution.

The Proposed amendment for Clause III (A) (8) will allow the Company to carry on the business of textiles and textile articles activities detailed in the resolution
The Board recommends adoption of the resolution set out in Resolution No. 4 of the accompanying Notice as a special resolution.

A copy of the existing and proposed Memorandum of Association will be available for inspection to the members of the Company and will also be available on the website of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

**CERTIFIED TO BE TRUE
FOR, ANTARTICA LIMITED**

Rajesh Mangilal Sharma
Whole-time director
DIN: 10479481