

ZOOM INDUSTRIAL SERVICES LIMITED

113, PARK STREET, PODDAR POINT, 7th FLOOR, KOLKATA - 700016

Ph. (033) 40091200; E-MAIL: CS@ZISL.CO.IN

CIN: L74140WB1981PLC033392

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 , RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS, 2021 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF (“DELISTING REGULATIONS”).

To,
The Members,

Notice is hereby given to the members of **Zoom Industrial Services Limited** that the following resolution is proposed to be passed by Postal Ballot in accordance to Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (“Rules”) & Regulation 11(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time [“SEBI (Delisting) Regulations”].

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution, a Postal Ballot Form and instructions are appended hereto for consideration of the members. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution. The completed Postal Ballot Form is to be sent by the shareholder to the address of the company.

Pursuant to Regulation 11 (2) of the SEBI (Delisting) Regulations and the *letter dated, November 25, 2024*, received from the promoters of the Company for acquiring shares from the Public Shareholders, the Board of Directors of the Company at its meeting held *on November 29, 2024* considered and approved the delisting proposal subject to passing the following resolution as a Special Resolution through a Postal Ballot or alternatively through e-voting facility offered by the Company in this regard.

The Board of Directors of the Company at their meeting held *on November 29, 2024* has appointed *Ms. Twinkle Agarwal a Company Secretary in Whole time Practice having Membership No 52868 and CP No.25605 as* Scrutinizer for conducting the postal ballot voting and e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the vote cast will be final and binding on the members.

Members may note that the Company has engaged the services of *National Stock Exchange Limited (‘NSDL’)* to provide e-voting facility to the members of the Company. Accordingly, the Company is providing a e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Members desiring to avail option for e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. Reference to Postal Ballot in this Notice includes votes cast through e-voting. The e-voting period will commence on *December 7, 2024, at 09:00 a.m. [IST] and will end on January 5, 2025 at 05:00 p.m. [IST]*. During this

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period, members of the company holding shares as on the cut-off date i.e., November 29, 2024, may cast their vote electronically.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e., either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer shall submit his report to the Chairman of the Company, or in his absence, to any other designated Director of the Company after completion of the scrutiny of the Postal Ballot Forms and e-voting results received. The results of voting by the postal ballot will be announced by the Chairman / Director of the Company or by any other person authorized by him on within 2 (two) working days of conclusion of the voting through postal ballot process at the registered office of the Company situated at *113, Park Street, 7th Floor, Kolkata, West Bengal, India, 700016*. The result of the postal ballot will be posted on the Company's website at <http://zoomindustrialservices.co.in/> and also on website of CSE at <https://www.cse-india.com/> and also be published in the Newspapers and shall be communicated to the stock exchange where the shares of the Company are listed.

In the event the proposed resolution is approved by requisite majority of members by means of Postal Ballots (including e-voting), and also subject to that the votes cast by public members in favour of the resolution is at least two (2) times the number of vote cast by the public members against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

SPECIAL BUSINESS:

Item No. 01: Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange; ('CSE')

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

“RESOLVED THAT pursuant to (i) the letter dated November 25, 2024, received from the Promoter Group holding 1047200 equity shares of face value of Rs. 10 each representing 40.10% of the issued, subscribed and paid-up equity share capital of the Company, conveying their intention to voluntarily delist the equity shares of the Company from the Calcutta Stock Exchange Limited (CSE) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 including any statutory modifications or amendments or re-enactments thereof (**“SEBI (Delisting) Regulations”**); and (ii) the approval of the Board of Directors of the Company in its meeting held on November 29, 2024 for the voluntary delisting of the equity shares of the Company from CSE and (iii) subject to the applicable provisions of the Companies Act, 2013 and rules made there under, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”**) or a Committee of Directors/ persons authorized by the Board, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from CSE through acquisition of up to equity shares of face value of Rs. 10/- each representing 59.90 % of the issued, subscribed and paid-up equity share capital of the Company held by the Public Shareholders of the Company by the Promoters/Promoter Group of the Company (**“Delisting Offer”**).

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“ RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and too make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking the in-principle and final approvals for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient , to settle and questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Registered Office:

113, Park Street, 7th Floor, Kolkata, 700016,
West Bengal, India,

By Order of the Board

For Zoom Industrial Services Limited

s/d

Date: November 29, 2024

Place: Kolkata

Komal Jalan

Company Secretary & Compliance officer

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the draft resolution is annexed hereto along with a Postal Ballot Form for consideration.
2. The resolution as enclosed is proposed to be passed as a special resolution and shall be declared as passed, if the number of the votes cast by public members in favour of the resolution is at least two (2) times the number of votes cast by the public members against the proposed resolution. The resolution, if passed, shall be deemed to have been passed on January 5, 2025.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the register of members/ list of beneficial owners whose names appear in the register of members/ list of beneficial owners, received from “NSDL” as on close of business hours of November 29, 2024 i.e. Cut-Off date. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them in the Company as on cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. As per the Companies (Management and Administration) Rules, 2014 (as amended), Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who

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have not registered their e-mail IDs are being sent the Notice of Postal Ballot along with Postal Ballot Form through speed post/courier.

5. Members who do not receive the Postal Ballot Form or wish to vote through Postal Ballot Form instead of e-voting, may obtain a duplicate form by downloading the same from the *Company's website* at <http://zoomindustrialservices.co.in/> or from the *NSDL website* at or may apply to the *Company's Registrars and Transfer Agents*, and obtain a duplicate thereof. The Members are requested to exercise their voting rights by using Postal Ballot Form issued by the Company only.
6. Any query/grievances connected with the postal ballot including voting by electronic means, may be addressed to Mrs. Komal Jalan or at ***website of the Company***.
7. The process and manner for e-voting are as under:

The e-voting period commences on *December 7, 2024 at (09: 00 A.M)(IST) and end on January 5, 2025 at (05:P.M)(IST)*. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 29, 2024, may cast their vote by e-voting. The e-voting module shall be disabled by *NSDL* for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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.	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 If you are not registered for IDeAS e-

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		<p>Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. 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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
	<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the</p>

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	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) 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.

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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B) Login Method for e-Voting 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.nsdl.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.nsdl.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

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- 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.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 is in active status.
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.

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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 contact.c3consulting@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.nsdl.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.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request 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 Aadhar Card) by email to cs@zisl.co.in.
 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 Aadhar Card) to cs@zisl.co.in. 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.
8. The Scrutinizer will submit his report after completion of his scrutiny, addressed to the Chairman *on scrutiny of votes cast through remote e-voting*. The Chairman will, or in his absence any Director or any

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other person so authorised by him, will announce the result of voting by postal ballot on *January 7, 2025* at 05:00 p.m. at the Registered Office of the Company. The result will also be published in newspapers and communicated to the Stock Exchange where the shares of the Company are listed. The result will also be put on the Company's website. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

9. The instructions for Members for voting by physical Postal Ballot Form: -

- I. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the company. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Sunday, January 5, 2025 ,05:00 P.M. (IST). Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
- V. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- VI. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- VII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- VIII. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (<http://zoomindustrialservices.co.in/>) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.

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- IX. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- X. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

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

Item No. 1:

1. The fully paid- up Equity shares of Rs. 10/- each of ZOOM INDUSTRIAL SERVICES LIMITED are currently listed only on The Calcutta Stock Exchange Limited ('CSE') and further, there has been no trading in the equity shares of the company in stock exchange for the last several years.
2. The promoters of the Company who collectively hold 1047200 (Ten Lakh Forty Seven Thousand Two Hundred Only) equity shares representing 40.10% of the issued, subscribed and paid-up equity share capital of the company and the public shareholders hold 1564320 (Fifteen Lakh Sixty Four Thousand Three Hundred Twenty Only) equity shares representing 59.90 % of issued, subscribed and paid-up equity share capital of the company.
3. The Company has received requisition letter from the Acquirer on his/her behalf and on the behalf of the other promoter group on November 25, 2024 from the promoter group notifying their intention to acquire equity shares representing 59.90 % of the of the total paid up equity capital of the Company held by the Company's Public shareholders ('the public shareholders') in accordance with the Regulations 35 of the Securities and Exchange Board of India SEBI (Delisting of Equity Shares) Regulations, 2021, including any statutory modifications or amendments or re-enactments thereof ("SEBI (Delisting) Regulations") in order to voluntarily delist the Company's Equity Shares from CSE.
4. As per the Initial Public Announcement, the rational for the Delisting Proposal is as follows:
 - (a) The proposed delisting would enable the Acquirer to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility to support the Company business:
 - (b) The benefits accruing to the investors by keeping the equity shares listed on CSE do not commensurate with the cost incurred by the Company for the continued listing on CSE.
 - (c) the proposed delisting will result in reduction of the ongoing substantial compliance costs and dedicated management time being incurred associated with continued listing of equity shares, which can be refocused on its business.
 - (d) it would enhance Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the members of the Promoter Group; and
 - (e) The proposed delisting is in the interest of the Public Shareholders as it will provide them an opportunity to sell the Equity Shares at the price offered or to continue to hold the Equity Shares even if they are delisting. The price will be determined in accordance with the provisions set out in the SEBI (Delisting of Equity Shares) Regulations, 2021.
5. The Exit offer price will be determined as specified under Regulations 35(2)(a)&(b) of SEBI (Delisting of Equity Shares) Regulations, 2021 after fixation of the floor price which shall be determined in terms of Regulation 20 Sub-Regulations (2) of SEBI (Delisting of Equity Shares) Regulations, 2021 read with Regulation 8 of the Securities & Exchange Board of India (Substantial Acquisitions of Shares & Takeover) Regulations, 2011, which will be separately informed to the public shareholders in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021

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6. The “reference date” with respect to the proposed delisting is November 26, 2024 i.e., the date on which the Company intimated CSE that a meeting of the Board is being convened on November 29, 2024 inter alia to consider and approve/ reject the Delisting Proposal.
7. The Company is in receipt of the Valuation report for determining the Floor Price as per certificate dated November 29, 2024 issued by Gretex Corporate Services Limited, (Regd no: INM000012177) wherein the valued arrived at is INR 33.40/- per Equity Share which is the floor price for the delisting offer (“Floor Price”), which is arrived at in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Takeover Regulations.
8. The acquisition of Equity Shares by the Acquirers, collectively or together with other members of the Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:
 - a) approval of the board of directors of the Company towards the delisting proposal.
 - b) approval of the shareholders of the Company by way of a special resolution through postal ballot and /or e- voting in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021 and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal.;
 - c) receipt of the approval of CSE in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021 and/or any other statutory/ regulatory approvals and third-party consents, as may be required, in relation to the Delisting Proposal.
 - d) the acceptance by the Acquirers (and/ or other members of the Promoter Group, as the case may be) of the Exit price has been determined as specified under Regulations 35(2)(a)&(b) of SEBI (Delisting of Equity Shares) Regulations, 2021 with reference to the parameter in Sub-Regulations 2 of Regulation 20 of SEBI (Delisting of Equity Shares) Regulations, 2021 read with Regulation 8 of the Securities & Exchange Board of India (Substantial Acquisitions of Shares & Takeover) Regulations, 2011.
 - f) such other terms and conditions as specified under Regulations 35 of the SEBI Delisting Regulations.
9. Ms. Twinkle Agarwal, a peer review company secretary, (“Peer Review Company Secretary”) was appointed by Board to carry out due diligence in accordance with the Regulation 10(3) and other applicable provisions of the Delisting Regulations. Ms. Twinkle Agarwal, Practicing Company Secretaries was appointed for providing the Share Capital Audit Report under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
10. As per available trading data, the equity shares are not traded on any of the Stock Exchange. In compliance with the Provisions of the Delisting Regulations and Regulation 8 (2) (e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011, the Exit price for the Delisting offer was determined. In this regard, the promoters informed about the valuation report November 29, 2024 as provided by M/s. Gretex Corporate Services Limited, Category I Merchant Banker, appointed in terms of Regulation 20 (2) of the SEBI (Delisting) Regulations, which set out the floor price of the Delisting Offer to be Rs. 33.40/- (Rupees Thirty Three and forty paise only). The Board took on record the floor price determined considering regulation 20 (2) of the SEBI (Delisting) Regulations with regard to the board meeting held on November 29, 2024.
11. The promoters propose to fund the Delisting Proposal out of their own resources.

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12. In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirers (and/ or other members of the Promoter Group, as the case may be) will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.
 13. Niche Technologies Private Limited "Niche" Registrar and Share Transfer Agent of the Company have been appointed as the Registrar to the Offer.
 14. Accordingly, the approval of the shareholders is sought for the aforesaid Special Resolution for Delisting of the Company's Equity Shares from Stock Exchanges, after which the promoters will proceed at its direction to make an offer to the shareholders of the Company and purchase the shares at the Discovered price in accordance with the provisions of the SEBI (Delisting) Regulations.
 15. The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.
 16. The promoters and promoter group are concerned and interested in the proposed resolution to the extent of their shareholding. Except as provided none of other Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in this resolution.
 17. Accordingly, the approval of the shareholders is sought for the aforesaid Special Resolution for Delisting of the Company's Equity Shares from Stock Exchanges, after which the promoters will proceed at its direction to make an offer to the shareholders of the Company and purchase the shares at floor price in accordance with the provisions of the SEBI (Delisting) Regulations.

Registered Office:

113, Park Street, 7th Floor, Kolkata, 700016,
West Bengal, India,

**By Order of the Board
For Zoom Industrial Services Limited**

s/d

Date: November 29, 2024

Place: Kolkata

**Komal Jalan
Company Secretary & Compliance Officer**

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POSTAL BALLOT FORM

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

Sr. No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No.	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 29, 2024 of the Company by sending my/our Assent or dissent to the said Resolution by placing the Tick (✓) mark at the appropriate box below:

Item No	Item	No. of Shares held	I/We assent to the resolution	I/We dissent from the resolution
1.	Special resolution for Voluntary Delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited ('CSE')			

Place:

Date:

(Signature of the shareholder*)

(*as per Company record)

-----tear here-----

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/SEQUENCE NUMBER

NOTES:

- (i) Please read carefully the instructions mentioned in the notice before exercising your vote.
- (ii) The duly completed postal ballot form should reach the scrutinizer by January 5, 2025 at 05:00 P.M.
- (iii) The Voting period will start on Saturday, December 7, 2024 at 09:00 A.M. and will end on Sunday, January 5, 2025 at 05:00 P.M.
- (iv) Please refer to e-voting instructions mentioned in the Notice for the remote e-voting.

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INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member as per the specimen signature registered with the Company. 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.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I/we dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held.
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 05:00 pm on January 5, 2025. If any Postal Ballot Form is received after the aforesaid date & time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in point (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at contact.c3@consulting.com, with a copy marked to helpdesk.evoting@nsdlindia.com, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of November 29, 2024.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.