## PRABHU STEEL INDUSTRIES LIMITED

## REGISTERED OFFICE: Near Old Motor Stand, Itwari, Nagpur – 440008. Maharashtra. India.

## Website: [www.prabhusteel.in](file:///C:\Users\KRISHAN\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\RLWV7PI6\www.prabhusteel.in) | E-mail: [prabhu.steel@yahoo.com](file:///C:\Users\KRISHAN\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\RLWV7PI6\prabhu.steel@yahoo.com) | Tel: 0712-2768743

## (CIN:L28100MH1972PLC015817)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 48TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRABHU STEEL INDUSTRIES LIMITED TO BE HELD AT PLOT NO 158 SMALL FACTORY AREA BAGADGANJ NAGPUR 440008 ON WEDNESDAY ,SEPTEMBER 30th, 2020, AT 11:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.**
2. **To appoint a Director in place of Mr.** Dinesh Gangaram Agrawal**, Managing Director (DIN: 00291086) who retires by rotation and being eligible offered himself for re-appointment.**
3. **To appoint a Director in place of Mr. Harish Agrawal, Executive Director (DIN: 00291083) who retires by rotation and being eligible offered himself for re-appointment.**

**SPECIAL BUSINESS:**

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

1. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. DINESH GANGARAM AGARWAL, MANAGING DIRECTOR OF THE COMPANY.**

“**RESOLVEDTHAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re—enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and approval of the Members be and is hereby accorded to the revision in the remuneration of Mr, Dinesh Gangaram Agarwal (DIN:00291086), Managing Director of the Company on following terms & conditions effective from 30th September, 2020:

|  |  |
| --- | --- |
| **PARTICULARS** | **AMOUNT** |
| Basic Salary | **Rs. 1,00,000 per month** |
| Contribution to Provident Fund and Superannuation Fund | Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extentthese, either singly or put together, are not taxable under the Income Tax Act, 1961. |
| Gratuity Fund | As per Rules of the Company |
| Use of Car and Telephone | Company maintained car with driver for use on Company’s business, telephone at residence andCellular phone provided by the Company will not be considered as perquisite. |
| Reimbursement of Expenses | Reimbursement of entertainment, travelling and all other expenses incurred for the business of theCompany, as per Rules of the Company. |
| Remuneration in the event of loss or inadequacy of Profits | Where in any financial year, the Company has no profits or its profits are inadequate, the foregoingamount ofremuneration shall be paid, subject to applicable provisions of Schedule V to the CompaniesAct, 2013. |
|  |  |

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr, Dinesh Gangaram Agarwal shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs. 1,00,000/- per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered/revised within said overall limit, in such manner as may be required."

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard"

1. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. HARISH GANGARAM AGARWAL, EXECUTIVE DIRECTOR OF THE COMPANY.**

“**RESOLVEDTHAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re—enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and approval of the Members be and is hereby accorded to the revision in the remuneration of Mr, Harish Gangaram Agarwal (DIN: 00291083), Executive Director of the Company on following terms & conditions effective from 30th September, 2020 :

|  |  |
| --- | --- |
| **PARTICULARS** | **AMOUNT** |
| Basic Salary | **Rs. 1,00,000 per month** |
| Contribution to Provident Fund and Superannuation Fund | Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extentthese, either singly or put together, are not taxable under the Income Tax Act, 1961. |
| Gratuity Fund | As per Rules of the Company |
| Use of Car and Telephone | Company maintained car with driver for use on Company’s business, telephone at residence andCellular phone provided by the Company will not be considered as perquisite. |
| Reimbursement of Expenses | Reimbursement of entertainment, travelling and all other expenses incurred for the business of theCompany, as per Rules of the Company. |
| Remuneration in the event of loss or inadequacy of Profits | Where in any financial year, the Company has no profits or its profits are inadequate, the foregoingamount ofremuneration shall be paid, subject to applicable provisions of Schedule V to the CompaniesAct, 2013. |
|  |  |

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr, Harish Gangaram Agarwal shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs. 1,00,000/-per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said ExecutiveDirector be varied/altered/revised within said overall limit, in such manner as may be required."

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said ExecutiveDirector, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard"

1. **TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(c).**

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ` Rs. 50 Crores (Rupees Fifty Crores Only).

**RESOLVED FURTHER THAT** the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

1. **TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013.**

**RESOLVED THATpursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any other applicable provisions , including any modification(s) thereto or re-enactments thereof for the time being in force , the consent of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.**

**RESOLVED FURTHER THAT**the Board of Directors**of the Company be and are hereby severally authorized to do all such acts,deeds and things as may be necessary or incidental in this regard to give effect to the aforesaid resolution including filing of all the necessary e-forms with the concerned Registrar of the Company.”**

1. **TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013.**

**RESOLVED THAT pursuant to the provisions of Section 14, or any other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 including any modification(s) thereto or re-enactments thereof for the time being in force , the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.**

**RESOLVED FURTHER THATthe Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the aforesaid resolution including filing of all the necessary e-forms with the concerned Registrar of the Company.”**

1. **REGULARISATION OF ADDITIONAL DIRECTOR, MR KRISHANU HARISH AGRAWALBY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY**

“**RESOLVED THAT**, Mr. Krishanu Harish Agarwal (DIN-08777036), who was appointed as an Additional Director with effect from 11th August, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

1. **REGULARISATION OF ADDITIONAL DIRECTOR, MR RAJESH PARSHURAM SINGH BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT**, Mr. Rajesh Parshuram Singh(DIN-08828658), who was appointed as an Additional Director with effect from 11th August, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

1. **TO CONSIDER AND APPROVE THE SELLING OFF A PART OF COMPANY’S PLOT.**

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby seeked by the Company, to sell / transfer / dispose off its Plot Situated At Plot No 177 Small Factory Bagadganj ,Nagpur 440 008, as the Board may deem fit in the interest of the Company, to any prospective buyer in such manner/arrangements, for consideration as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**Registered Office:**

**NEAR OLD MOTOR STANDITWARI ,**

**NAGPUR - 440008**

**By order of the Board**

**For Prabhu Steel Industries Limited**

**\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Dinesh Gangaram Agrawal Harish Agrawal**

**Managing Director Director**

**DIN- 00291086 DIN-00291083**

**Place: Nagpur**

**Date: 02.09.2020**

**NOTES:**

1. A Member entitled to attend and Vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any member holding more than 10% of the Total paid-up capital of the company may appoint a single person as proxy and in such case, the said person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24thSeptember, 2020 to Wednesday, 30th September,2020 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company’s Registrar and Transfer Agent, Satellite Corporate Services Pvt Ltd, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken “Green Initiative in Corporate Governance” and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2020 is being sent to all the members who’s Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2020 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company’s Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2020 will also be available on the Company’s website [www.prabhusteel.in](file:///C:\Users\KRISHAN\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\RLWV7PI6\www.prabhusteel.in)for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company’s designated email id: mailto: prabhu.steel@yahoo.com.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Jaymin Modi, Scrutinizer, A/302, Om Mahavir CHSL, Navghar Cross , S.V Road, Bhayandar (East), Thane -401105.
20. Members can request for a Ballot Form at Prabhu Steel Industries Ltd, Near Old Motor Stand Itwari Nagpur - 440008, Tel No: 022-61834395, Email Id:-prabhu.steel@yahoo.com, Web Site :- [www.prabhusteel.in](file:///C:\Users\KRISHAN\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\RLWV7PI6\www.prabhusteel.in).
21. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member’s facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
22. The E-voting period for all items of business contained in this Notice shall commence from September27, 2020, Sunday at 9.00 a.m. and will end on September 29, 2020, Tuesday at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 23,2020, Wednesday, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on September 23, 2020.
23. M/s Jaymin Modi & Co., Company Secretaries (Membership No. ACS 44248) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer’s report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Results along with Scrutinizer’s report shall be declared on the website of the Company and be placed on the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
26. (A) Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL)**.

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [**https://www.evoting.nsdl.com**](https://www.evoting.nsdl.com) or ([**www.prabhusteel.in**](file:///C:\Users\KRISHAN\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\RLWV7PI6\www.prabhusteel.in)**)**

**The e-voting period commences on September 27, 2020 (9:00 am) and ends on September 29, 2020 (5:00 pm).** During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September,2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or ([**prabhu.steel@yahoo.com**](mailto:prabhu.steel@yahoo.com)) . The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
5. **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\*\*\*\*\*\*).
6. **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\*\*\*\*\*\*\*\*\*\*\*\*\*\*).
7. **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\*\*\*).
8. Your password details are given below:
9. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
10. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
11. How to retrieve your ‘initial password’?
12. 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’.
13. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
14. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
15. Click on “[**Forgot User Details/Password**?](https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. “[**Physical User Reset Password**?](https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
17. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
18. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
19. Now, you will have to click on “Login” button.
20. 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.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on  e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 **(csjayminmodi@gmail.com)** to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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?](https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/NewUser.jsp)” or “[Physical User Reset Password?](https://www.evoting.nsdl.com/eVotingWeb/commonhtmls/PhysicalUser.jsp)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

* + Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
  + It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of **https://**[**www.evoting.nsdl.com**](http://www.evoting.nsdl.com/) or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,

e-Voting support desk

National Securities Depository Limited ([**www.nsdl.co.in**](http://www.nsdl.co.in/))

**Registered Office:**

**NEAR OLD MOTOR STANDITWARI ,**

**NAGPUR - 440008**

**By order of the Board**

**For Prabhu Steel Industries Limited**

**\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Dinesh Gangaram Agarwal Harish Agarwal**

**Managing Director Director**

**DIN- 00291086 DIN-00291083**

**Place: Nagpur**

**Date: 02.09.2020**

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

**ITEM NO. 4**

Mr. Dinesh Gangaram Agarwal was appointed as Managing Director of the Company .He has been carrying out various responsibilities of the company as Managing Director. Further, considering the contribution of Mr. Dinesh Gangaram Agarwal and the progress made by theCompany under his leadership and guidance and as per the recommendation of theNomination and Remuneration Committee, the Board at its Meeting held on 3rd September,2020, approved the revision in the remuneration of Mr. Dinesh Gangaram Agarwal w.e.f30th September,2020 on terms and conditions enumerated in the Resolution.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.Keeping in view, the vast experience of Mr. Dinesh Gangaram Agarwal, the Board of Directors has recommended the payment of remuneration for the period as set out herein below:

|  |  |
| --- | --- |
| **PARTICULARS** | **AMOUNT** |
| **REMUNERATION:** |  |
| Basic Salary | **Rs1,00,000/- per month.** |
| **PERQUISITES:** |  |
| * Contribution to Provident Fund and Superannuation Fund | Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. |
| * Gratuity Fund | As per Rules of the Company |
| * Use of Car and Telephone | Company maintained car with driver for use on Company’s business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite. |
| * Reimbursement of Expenses | Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company. |
| * Remuneration in the event of loss or inadequacy of Profits | Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013. |

Save and except Mr. Dinesh Gangaram Agarwal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**ITEM NO. 5**

Mr. Harish Gangaram Agarwal was appointed as Executive Director of the Company, He has been carrying out various responsibilities of the company as Executive Director. Further, considering the contribution of Mr. Harish Gangaram Agarwal and the progress made by theCompany under his leadership and guidance and as per the recommendation of theNomination and Remuneration Committee, the Board at its Meeting held on 3rd September,2020,approved the revision in the remuneration of Mr. Harish Gangaram Agarwal w.e.f.30th September, 2020 on terms and conditions enumerated in the Resolution.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.Keeping in view, the vast experience of Mr. Harish Gangaram Agarwal, the Board of Directors has recommended the payment of remuneration for the period as set out herein below:

|  |  |
| --- | --- |
| **PARTICULARS** | **AMOUNT** |
| **REMUNERATION:** |  |
| Basic Salary | **Rs1,00,000/- per month.** |
| **PERQUISITES:** |  |
| * Contribution to Provident Fund and Superannuation Fund | Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. |
| * Gratuity Fund | As per Rules of the Company |
| * Use of Car and Telephone | Company maintained car with driver for use on Company’s business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite. |
| * Reimbursement of Expenses | Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company. |
| * Remuneration in the event of loss or inadequacy of Profits | Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013. |

Save and except Mr. Harish Gangaram Agarwal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**ITEM NO. 6**

Keeping in view the future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid‐up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 50 Crores for the Company.

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid‐up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No.6 of the Notice is being proposed.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**ITEM NO. 7**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Memorandum of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on Thursday, 3rd September,2020with the permission of the Chair decided (subject to the approval of members) to adopt a new set of Memorandum of Association in place of and to the exclusion of existing Memorandum of Association of the Company.

The draft of the new set of Memorandum proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Corporate office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Memorandum of Association of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the members is required for adoption of new set of Memorandum of Association of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolution.

**ITEM NO. 8**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on Thursday, 3rd September,2020with the permission of the Chair decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Corporate office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

In terms of the provisions of the Companies Act, 2013, consent of the members is required for adoption of new set of Articles of Association of the Company.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolution.

**ITEM NO. 9**

Mr. Krishanu Harish Agrawal was appointed as an Additional Director of the Company with effect from 11th August, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Krishanu Harish Agrawal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Krishanu Harish Agrawal as Executive Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 9 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Krishanu Harish Agrawal himself, is in any way concerned or interested, in the said resolution.

**ITEM NO. 10**

Mr. Rajesh Parshuram Singh was appointed as an Additional Director of the Company with effect from 11th August, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Rajesh Parshuram Singh is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Rajesh Parshuram Singh as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 10 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rajesh Parshuram Singh himself, is in any way concerned or interested, in the said resolution.

**ITEM NO. 11**

Prabhu Steel Industries Limited (“The Company”) had acquired the immovable property measuring around 11020 Sq. feet in Plot No 177 Small Factory Bagadganj, Nagpur- 440 008 at Maharashtra State during the Financial year 1973-74 for the purpose of using the plot as Industrial Warehouse. As the Company was into manufacturing of Steel Rolling the plot was used as the industrial storage warehouse until 2010. Since then company has started trading business of Industrial Steel Products such as Angles, Channels, Beams etc and hence the company doesn’t require the entire plot to as warehouse. As the Company has no use of entire plot for current business requirement, the Board of Directors have unanimously considered selling the part of a land at the best price possible to such person(s) or in any manner as the Board may consider appropriate. Consideration received from the sale of plot will be again invested into the trading business for further growth prospects of the company.

The Board of Directors of the Company at its meeting held on 03/09/2020 has, subject to the approval of shareholders and other requisite approvals, approved selling of the immovable property.

Your Directors recommend this resolution for approval of Members. None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions, except to the extent of their respective interest as shareholders of the Company.

**Registered Office:**

**NEAR OLD MOTOR STAND ITWARI,**

**NAGPUR - 440008**

**By order of the Board**

**For Prabhu Steel Industries Limited**

**\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_Sd/-\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Dinesh Gangaram Agarwal Harish Agarwal**

**Managing Director Director**

**DIN- 00291086 DIN-00291083**

**Place: Nagpur**

**Date: 02.09.2020**

**ATTENDANCE SLIP**

**48th ANNUAL GENERAL MEETING ON 30th SEPTEMBER,2020**

|  |  |
| --- | --- |
| Name and Address of Shareholder | Folio No. |
| No. of Shares | Client ID |

I hereby record my presence at the 48th Annual General Meeting of the Company at PLOT NO 158 SMALL FACTORY AREA BAGADGANJ NAGPUR 440 008 ,on 30th September,2020, 11.00 A.M.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of the Shareholder or Proxy

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

|  |  |  |
| --- | --- | --- |
| Electronic Voting Event Number (EVEN) | USER I’D | PASSWORD |
|  |  |  |

**FORM NO. MGT-11**

**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]*

|  |  |
| --- | --- |
| **Name of the Member(s):** |  |
| **Registered address:** |  |
| **E-mail Id:** |  |
| **Folio No. /Client Id & DP. Id:** |  |

*I/We…………………………………………………………………………being a member / members holding……………………..shares of PRABHU STEEL INDUSTRIES LIMITED hereby appoint:*

|  |  |  |
| --- | --- | --- |
| **1** | **Name:** | **Address:** |
|  | **Email ID:** | **Signature:** |
| **2** | **Name:** | **Address:** |
|  | **Email ID:** | **Signature:** |
| **3** | **Name:** | **Address:** |
|  | **Email ID:** | **Signature:** |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, September 30,2020 **at 11:00 A.M.**at **PLOT NO 158 SMALL FACTORY AREA BAGADGANJNAGPUR 440 008.**

**and** at any adjournment thereof in respect of such resolutions as are indicated below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sr.**  **No** | **Description.** | **No. of shares**  **held** | **FOR** | **AGAINST** |
| 1 | To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31stMarch, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2020and Report of the Directors and Auditors thereon. |  |  |  |
| 2 | To appoint a Director in place of Mr. Dinesh Gangaram Agarwal, Managing Director (DIN: 00291086) who retires by rotation and being eligible offered himself for re-appointment. |  |  |  |
| 3 | To appoint a Director in place of Mr. Harish Agrawal, Executive Director (DIN: 00291083) who retires by rotation and being eligible offered himself for re-appointment. |  |  |  |
| 4 | To Consider and approve the revision in remuneration of Mr. Dinesh Gangaram Agarwal, Managing Director of the Company. |  |  |  |
| 5 | To Consider and approve the revision in remuneration of Mr. Harish Gangaram Agarwal , Executive Director of the Company. |  |  |  |
| 6 | To Increase the Borrowing Powers of the Board of Directors under Section 180(1)(c). |  |  |  |
| 7 | To Adopt new set of Memorandum of Association (MOA) of the Company as per Companies Act, 2013. |  |  |  |
| 8 | To Adopt new set of Articles of Association (MOA) of the Company as per Companies Act, 2013. |  |  |  |
| 9 | Regularization of Additional Director Mr. Krishanu Harish Agarwal by appointing him as Executive Director of the Company. |  |  |  |
| 10 | Regularization of Additional Director Mr. Rajesh Parshuram Singh by appointing him as Independent Director of the Company. |  |  |  |
| 11 | To Consider and Approve the Selling off the Part of Company’s Plot. |  |  |  |

Signed this 30th day of September,2020

Signature(s) of the Shareholder(s)…………………..

Signature of Proxy Holder....................................

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**PAPER – MGT -12**

**BALLOT PAPER/POLLING PAPER**

|  |  |
| --- | --- |
| **Name(s) of Member(s) :**  (In BLOCK/CAPITAL LETTERS) |  |
| **Registered Address :** |  |
| **DP ID / Client ID\* or Registered Folio No :** |  |
| **No. of equity shares held :** |  |

**\*Applicable in case of Share held in electronic from**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 48th Annual General Meeting of Company scheduled to be held on Wednesday, 30th September,2020 **at 11:00 A.M.** at **PLOT NO 158 SMALL FACTORY AREA BAGADGANJ NAGPUR 440 008** , which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Reso No.** | **Resolution** | **No. of Equity Share(s) held** | **I/We assent to the resolution (For)\*** | **I/We dissent to the resolution (Against)\*** |
| **Ordinary Businesses** | | | | |
| **1.** | To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2020 and Report of the Directors and Auditors thereon. |  |  |  |
| **2.** | To appoint a Director in place of Mr. Dinesh Gangaram Agarwal, Managing Director (DIN: 00291086) who retires by rotation and being eligible offered himself for re-appointment. |  |  |  |
| **3.** | To appoint a Director in place of Mr. Harish Agrawal, Executive Director (DIN: 00291083) who retires by rotation and being eligible offered himself for re-appointment. |  |  |  |
| **Special Businesses** | | | | |
| **4.** | To Consider and approve the revision in remuneration of Mr. Dinesh Gangaram Agarwal, Managing Director of the Company. |  |  |  |
| **5.** | To Consider and approve the revision in remuneration of Mr. Harish Gangaram Agarwal, Managing Director of the Company. |  |  |  |
| **6.** | To Increase the Borrowing Powers of the Board of Directors under Section 180(1)(c). |  |  |  |
| **7.** | To Adopt new set of Memorandum of Association (MOA) of the Company as per Companies Act, 2013. |  |  |  |
| **8.** | To Adopt new set of Articles of Association (MOA) of the Company as per Companies Act, 2013. |  |  |  |
| **9.** | Regularization of Additional Director Mr. Krishanu Harish Agarwal by appointing him as Executive Director of the Company. |  |  |  |
| **10.** | Regularization of Additional Director Mr. Rajesh Parshuram Singh by appointing him as Independent Director of the Company. |  |  |  |
| **11.** | To Consider and Approve the Selling off the Part of Company’s Plot. |  |  |  |

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns ‘For’ and/or ’Against’.

**Place:**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Signature of Member**

**ROUTE MAP TO THE VENUE OF THE 48th ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 11.00 A.M.**

