

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 41st Annual General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED (Formerly known as “Shree Pipes Limited”)** will be held on Friday, 24th September, 2021 at 12.30 p.m. IST through Video Conference (VC)/Other Audio Visual Means (“OAVM”), to transact following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares for the Financial Year ended 31st March, 2021.
3. To appoint a Director in place of Shri Kuldeep Kaw (DIN: 07882201) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditors for the Financial Year 2021-22

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Vivek Laddha & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2021-22 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding goods and service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

5. Appointment of Shri Rajiv Lall Adya (DIN: 06915169) as Whole Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provision of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to appoint Shri Rajiv Lall Adya (DIN: 06915169) as Whole Time Director of the Company liable to retire by rotation, for a period of 3 (Three) years with effect from November 12, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) as Managing Director of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members of the Company be and is hereby accorded for the appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) as the Managing Director of the Company, for a period of 3 (Three) years with effect from 08th June, 2021 upto 07th June, 2024 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the

said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Kumar Kanoria.”

“**FURTHER RESOLVED THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Sanjay Kumar Kanoria from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“**FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Appointment of Shri Anish Kanoria as Senior Executive of the Company

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

“**RESOLVED THAT** in pursuance with the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 as amended from time to time and any other applicable provisions, including any statutory modifications thereto for the time being in force, Consent of the members of the Company be and is hereby accorded to the appointment of Shri Anish Kanoria (Son of Shri Sanjay Kumar Kanoria, Managing Director of the Company) as senior executive of the Company for a period of 5 (Five) years w.e.f. 08th June, 2021 at a remuneration of Rs. 36.00 Lakh p.a. (subject to ceiling of Rs. 60.00 Lakhs per annum).

“**FURTHER RESOLVED THAT** the Board of Directors of the Company or a committee thereof be and is hereby authorized to finalise and decide the change in designation and/or revision in the remuneration payable to Shri Anish Kanoria from time to time.

By order of the Board

Sd/-

Lokesh Mundra

Company Secretary

Place: New Delhi

Date: 14th August, 2021

Notes:

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5th May 2020 and General Circular No. 02/2021 dated 13th January, 2021, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue
2. As per the provisions of Clause 3. A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matter of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM/Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED

TO THIS NOTICE

4. In terms of aforesaid “MCA Circulars” and “SEBI Circular”, the Company is sending this AGM Notice along with the Annual Report-2020-21 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the AGM and the Annual Report-2020-21 has been uploaded on the website of the Company at www.ainfrastructure.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting and relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking appointment/re-appointment as Director under item no. 3,5 to 6 of the notice are annexed. Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the additional information of Shri Kuldeep Kaw, Director liable to retire by rotation and seeking re-appointment has been incorporated in the Corporate Governance Report forming part of Annual Report 2020-21.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting/e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at corporatesolutions14@gmail.com with a copy marked to cs@kanoria.org.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 18th September, 2021 to 24th September, 2021 (both days inclusive) for the purpose of 41st AGM and determining the entitlement of Dividend, if declared at the AGM
10. The Dividend as recommended by the Board, if declared at the Meeting, will be made payable, after deduction of applicable tax (TDS, within 30 days of the date of declaration i.e. 24th September, 2021 to those Members: -
 - A. who hold shares in dematerialisation form and whose names appear as Beneficial Owners in the list of Beneficial Owners on 17th September, 2021 to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose and
 - B. who hold shares in physical form and whose names appear as Members in the Register of Members of the Company after giving effect to valid Share Transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before 17th September, 2021, however transfer of shares in physical form are not allowed from 01.04.2019.
11. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2021-22 does not exceed Rs. 5000/-. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
12. a) Members holding the shares in electronic mode may please note that their dividend would be paid through Electronic Clearing Services (ECS) or any other electronic mode. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
 - b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the IFSC Code) to their Depository Participants and also inform any change in bank particulars and address

to their Depository Participants in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant and to ensure that there is no fraudulent encashment of the warrants.

13. In case the Company is unable to pay dividend to any Member directly in their Bank account through Electronic Clearing Services or any other means due to non registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored
14. The details of an unclaimed Dividend for the year 2014-15 to 2019-20 are available at the website of the Company i.e. www.aainfrastructure.com. The shareholders are requested to write to the Company/RTA for claiming such dividend. No unclaimed Dividend is due for transfer to Investor Education and Protection Fund (IEPF). The details of an unclaimed dividend are updated regularly
15. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM may send their request in writing to the Company at cs@kanoria.org.
16. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@kanoria.org up to the date of the AGM.
17. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 01.04.2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares that are held by them in physical form.
18. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant. The shareholders holding shares in physical form can register their nomination by sending request to the RTA of the Company
19. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the meeting from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, so as to reach the Company's e-mail address at cs@kanoria.org before 3.00 P.M. on or before 17th September, 2021. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
20. Members are requested to:
 - (a) Notify the change in address, if any, with PIN code numbers immediately to the Company (in case Shares held in physical mode)
 - (b) Quote their regd. Folio Number/DP and client ID Nos. in all their correspondences with the Company or its Registrar and Share Transfer Agent.
21. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). In case the same is still not registered, The members may also register their email id by sending an email on [**cs@kanoria.org**](mailto:cs@kanoria.org).

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including financial statements, Auditor's Report, Board's Report etc. and this notice are

being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to **cs@kanoria.org** mentioning your Folio/DP ID & Client ID.

Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

Members are requested to send all communications relating to shares, unclaimed dividends and change of address etc. to the Registrar and Share Transfer Agents at the following address:

BEETAL Financial & Computer Services Private Limited

BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

Ph. 011-29961281-283 Fax 011-29961284

If the shares are held in electronic form, then the change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

25. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

Mr. Anil Kumar Somani of M/s. Anil Somani & Associates, Practicing Company Secretaries (Membership No. 36055), has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried at the AGM in a fair and transparent manner.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on 27th August, 2021 ("Record Date").

Instructions for Voting through electronic means

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered

into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ainfrastructure.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 21st September, 2021 at 09:00 A.M. and ends on Thursday, 23rd September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2021.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.

Type of shareholders	Login Method
	You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System My easi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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 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 and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporatesolutions14@gmail.com with a copy marked to 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?” 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra 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@kanoria.org
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kanoria.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance **at least 7 days prior to the meeting i.e. by 17th September, 2021** mentioning their name demat account number/folio number, email id, mobile number at cs@kanoria.org. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance **7 days prior to the meeting i.e. by 17th September, 2021** mentioning their name demat account number/folio number, email id, mobile number at (cs@kanoria.org) and the same will be duly replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the Board

Sd/-
Lokesh Mundra
Company Secretary

Place: New Delhi
Date: 14th August, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No 4 to 7 of the accompanying Notice dated 14th August, 2021.

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 30th June, 2021, the Board has approved the appointment of M/s. Vivek Laddha & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2021-22 at a remuneration of Rs. 50,000 (Rs. Fifty Thousand Only), exclusive of reimbursement of GST and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on November 12, 2020 has, subject to approval of members, appointed Shri Rajiv Lall Adya (DIN: 06915169) as a Wholetime Director, for a period of 3 (Three) years on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment and remuneration payable to Shri Rajiv Lall Adya (DIN: 06915169) as a Wholetime Director, of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri Rajiv Lall Adya (DIN: 06915169) are as under:

- a. Salary: Rs. 55.00 Lacs per annum subject to ceiling of Rs. 75.00 Lacs per annum.
- (b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Shri Rajiv Lall Adya (DIN: 06915169), as may be determined by the Board and / or the Committee of the Board, shall be in addition to the remuneration under (a) above
- (d) It is clarified that employees stock options granted / to be granted to Shri Rajiv Lall Adya (DIN: 06915169), from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- (e) Reimbursement of Expenses:
Expenses incurred for travelling, board and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.
- (f) General:
 - (i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole time Director will be under the overall authority of the Managing Director.
 - (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.
 - (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Shri Rajiv Lall Adya (DIN: 06915169), aged 63 years is graduate (B.TECH in Chemical Engineering from I.I.T.,

KANPUR). Shri Rajiv Lall Adya (DIN: 06915169) has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to avail of his considerable expertise and to appoint Shri Rajiv Lall Adya (DIN: 06915169) as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Shri Rajiv Lall Adya (DIN: 06915169) as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Shri Rajiv Lall Adya (DIN: 06915169) satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Rajiv Lall Adya (DIN: 06915169) under Section 190 of the Act

Details of Shri Rajiv Lall Adya (DIN: 06915169) are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information

- Nature of industry:** The Company is engaged into manufacturing of Asbestos Cement Pressure Pipes, Asbestos Cement A.C. Corrugated Roofing Sheets and allied products.
- Date of commencement of commercial production:** The Company carries on manufacturing of Asbestos Cement Pressure Pipes Asbestos Cement A.C. Corrugated Roofing Sheets and allied products business since its incorporation.
- Financial performance based on given indicators: Standalone Financial Results:**

Particular	Rs. in Lacs		
	2020-21	2019-20	2018-19
Profit (Loss) after Tax	620.67	367.48	842.98
Net Worth	6164.09	5516.00	5197.83
Earnings Per Share	1.46	0.86	2.05
Turnover	26812.55	24878.93	26035.35

II. Information about the Appointee

1. Background details:

The background details and profile of Shri Rajiv Lall Adya (DIN: 06915169) are provided in "Annexure" to the Notice.

2. Past remuneration:

The remuneration paid/payable to Managing Director and Whole-time Director(s) for the last financial year 2020-2021 is as follows:

(Rs. Lacs)

Name of the Directors	Remuneration paid/payable for 2020-2021 (including contribution to PF)
Mrs. Priyadarshini Kanoria	75.44
Mr. Rajiv Lall Adya	18.34
Mr. Anish Kanoria	15.68
Mr. Kuldeep Kaw	5.27

Based on the computation of Effective capital, the permissible limit of remuneration as per Schedule V of the Act, for the Managing Director and Whole-time Director(s) is Rs. 84.00 Lakhs p.a. each, in the event of inadequacy of profit. Further the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution.

3. Job Profile and suitability:

Shri Rajiv Lall Adya (DIN: 06915169), Whole-time Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards the growth and overall performance of the Company. He has extensive experience in the Asbestos Cement Pressure Pipes, Asbestos Cement Corrugated Roofing Sheets and allied products.

4. Remuneration Proposed:

Details of remuneration proposed for approval of the Shareholders at this Annual General Meeting of the Company are as provided in the respective resolutions

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Whole Time Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to Shri Rajiv Lall Adya (DIN: 06915169) as Whole Time Director as stated above and their respective shareholding held directly or indirectly in the Company, He do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

Except Shri Rajiv Lall Adya (DIN: 06915169), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 05 of the Notice for approval by the members.

Item No. 6

The Board of Directors of the Company ("the Board") at its meeting held on June 08, 2021 has, subject to approval of members, appointed Shri Sanjay Kumar Kanoria (DIN: 00067203) as Managing Director for a period of 3 (three) years on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment and remuneration payable to Shri Sanjay Kumar Kanoria (DIN: 00067203) as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration payable to Shri Sanjay Kumar Kanoria (DIN: 00067203) are as under:

- (a) Salary: Rs. 84.00 Lacs per annum subject to ceiling of Rs. 120.00 Lacs per annum.
- (b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Shri Sanjay Kumar Kanoria (DIN: 00067203), as may be determined by the Board and / or the Committee of the Board, shall be in addition to the remuneration under (a) above
- (d) It is clarified that employees stock options granted / to be granted to Shri Sanjay Kumar Kanoria (DIN: 00067203), from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- (e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.

(f) General:

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall authority of the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Shri Sanjay Kumar Kanoria (DIN: 00067203), aged 62 years is B.A. (Mathematics) from Bostan University, U.S.A. Shri Sanjay Kumar Kanoria (DIN: 00067203) has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to avail of his considerable expertise and to appoint Shri Sanjay Kumar Kanoria (DIN: 00067203) as a Managing Director. Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) as a Managing Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Shri Sanjay Kumar Kanoria (DIN: 00067203) satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) under Section 190 of the Act

Details of Shri Sanjay Kumar Kanoria (DIN: 00067203) are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

III. General Information

1. **Nature of industry:** The Company is engaged into manufacturing of Asbestos Cement Pressure Pipes Asbestos Cement A.C. Corrugated Roofing Sheets and allied products and entering into production of ethanol.
2. **Date of commencement of commercial production:** The Company carries on manufacturing of Asbestos Cement Pressure Pipes Asbestos Cement A.C. Corrugated Roofing Sheets and allied products business since its incorporation.
3. **Financial performance based on given indicators: Standalone Financial Results:**

Particular	Rs. in Lacs		
	2020-21	2019-20	2018-19
Profit (Loss) after Tax	620.67	367.48	842.98
Net Worth	6164.09	5516.00	5197.83
Earnings Per Share	1.46	0.86	2.05
Turnover	26812.55	24878.93	26035.35

IV. Information about the Appointee**1. Background details:**

The background details and profile of Shri Sanjay Kumar Kanoria (DIN: 00067203) are provided in “Annexure” to the Notice.

2. Past remuneration:

The remuneration paid/payable to Managing Director and Whole-time Director(s) for the last financial year 2020-2021 is as follows:

(Rs. Lacs)

Name of the Directors	Remuneration paid/payable for 2020-2021 (including contribution to PF)
Mrs. Priyadarshini Kanoria	75.44
Mr. Rajiv Lall Adya	18.34
Mr. Anish Kanoria	15.68
Mr. Kuldeep Kaw	5.27

Based on the computation of Effective capital, the permissible limit of remuneration as per Schedule V of the Act, for the Managing Director and Whole-time Director(s) is Rs. 84.00 Lakhs p.a. each, in the event of inadequacy of profit. Further the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution.

3. Job Profile and suitability:

Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards the growth and overall performance of the Company. He has extensive experience in the Asbestos Cement Pressure Pipes, Asbestos Cement Corrugated Roofing Sheets and allied products.

4. Remuneration Proposed:

Details of remuneration proposed for approval of the Shareholders at this Annual General Meeting of the Company are as provided in the respective resolutions

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Whole Time Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to Shri Sanjay Kumar Kanoria as Managing Director and Smt. Priyadarshini Kanoria wife of Shri Sanjay Kumar Kanoria as stated above and their respective shareholding held directly or indirectly in the Company, They do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

Shri Sanjay Kumar Kanoria (DIN: 00067203) and Smt. Priyadarshini Kanoria wife of Shri Sanjay Kumar Kanoria are interested in the resolution set out at Item No. 06 of the Notice.

The relatives of Shri Sanjay Kumar Kanoria (DIN: 00067203) may be deemed to be interested in the resolution set out at Item No. 06 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 06 of the Notice for approval by the members.

Item No. 7

In accordance with the provision of Section 188(1)(f) of the Companies Act, 2013, which govern the related party transactions, it is required for a company to obtain approval of the Board of Directors and shareholders for appointment of related party.

The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee, at their meeting held on 08th June, 2021, had approved appointment of Shri Anish Kanoria as senior executive of the Company, Subject to approval of shareholders of the company.

The details of remuneration payable to Shri Anish Kanoria is given in the resolution no. 07.

Shri Anish Kanoria and relatives of Shri Anish Kanoria may be deemed to be interested in the resolution set out at Item No. 07 of the Notice, to the extent of their shareholding, if any, in the Company.

Except above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 07 of the Notice for approval by the members.

By order of the Board

Place: New Delhi
Date: 14th August, 2021

Sd/-
Lokesh Mundra
Company Secretary

ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particular	Mr. Kuldeep Kaw	Shri Sanjay Kumar Kanoria	Shri Rajiv Lall Adya
DIN	07882201	00067203	06915169
No. of Board Meeting attended during financial year 2020-21	7	-	2
AGE	48 Years	62 Years	63 Years
Nationality	Indian	Indian	Indian
Date of Appointment/Reappointment	30/05/2017	08/06/2021	12/11/2020
Qualification	Graduate	B.A. (Mathematics) from Bostan University, U.S.A.	B.TECH from I.I.T. Kanpur
Expertise in specific functional areas	He has more than 20 years of experience in different fields.	He has vast experience of Managing Pressure pipes and Roofing sheet and sugar manufacturing units.	He has extensive experience in the Asbestos Cement Pressure Pipes, Asbestos Cement Corrugated Roofing Sheets and allied products.
Directorship held in other public companies (excluding foreign companies)	Nil	Nil	Nil
Membership/Chairmanship of committees of other Indian public Companies	Nil	Nil	Nil
Number of share held in the company	Nil	Nil	Nil
Relationship with other Directors	N.A.	Husband of Smt. Priyadarshini Kanoria	N.A.