

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 44th Annual General Meeting of the Shareholders of M/s KANORIA ENERGY & INFRASTRUCTURE LIMITED (Formerly known as "A INFRASTRUCTURE LIMITED") will be held on Thursday, 25th July, 2024 at 12.30 p.m. at Hotel PFC Garden, Behind BSL Guest House, Azad Nagar, Bhilwara, Rajasthan 311001 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024, 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, 2024.
3. To appoint a Director in place of Shri Kuldeep Kaw (DIN: 07882201) who has consented to retire by rotation pursuant to 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 2024-25

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 2024-25 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. **Re-Appointment of Mr. 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 a **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 re-appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) as the Managing Director and Key Managerial Personnel of the Company, for a period of 5 (Five) years with effect from 08th June, 2024 to 07th June, 2029, not liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and and Mr. Sanjay Kumar Kanoria."

"FURTHER RESOLVED THAT the remuneration payable to Shri Sanjay Kumar Kanoria (DIN: 00067203), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"FURTHER RESOLVED THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.

"FURTHER RESOLVED THAT Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

"FURTHER RESOLVED THAT the Board of Director of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

6. **Appointment of Mr. Sachin Arora (DIN: 02928330) as an Independent Director of the company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per recommendation of Nomination & Remuneration Committee of the Company, Mr. Sachin Arora (DIN: 02928330), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years w. e. f. 22nd May, 2024 and whose office shall not be liable to retire by rotation".

"FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

7. Appointment of Mr. Mukesh Kumar Sharma (DIN: 08221249) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force) and as per recommendation of Nomination & Remuneration Committee of the Company, Mr. Mukesh Kumar Sharma (DIN: 08221249), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years w. e. f. 15th June, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

8. Re-appointment of Smt. Priyadarshinee Kanoria as Whole Time Director of the company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members of the company be and is hereby accorded for the re-appointment of Smt. Priyadarshinee Kanoria (DIN: 00114513) as a Whole Time Director of the Company for a period of 5 years, with effect from 29th September 2024, liable to retire by rotation, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra ordinary General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

“FURTHER RESOLVED THAT the remuneration payable to Smt. Priyadarshinee Kanoria (DIN: 00114513), shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

“FURTHER RESOLVED THAT where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Smt. Priyadarshinee Kanoria (DIN: 00114513), Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

“FURTHER RESOLVED THAT Smt. Priyadarshinee Kanoria (DIN: 00114513), Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

“FURTHER RESOLVED THAT the Board of Director of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

9. Re-appointment of Shri Pradeep Sahani as Non-executive non-independent director of the company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of Nomination and Remuneration Committee,), the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Pradeep Sahani (DIN : 07554457), as Non-Executive Director of the Company for a period of 5 years, with effect from 07th August 2024, liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

Place: New Delhi
Date: 15th June, 2024

By order of the Board

Sd/-
Lokesh Mundra
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business under Item Nos. 4-9 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. 5 and 9 of the notice are annexed. Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the additional information of Director liable to retire by rotation and seeking re-appointment has been incorporated in the Corporate Governance Report forming part of Annual Report 2023-24.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. In terms of “MCA Circulars” and “SEBI Circular”, the Company is sending this AGM Notice along with the Annual Report-2023-24 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-2023-24 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.
4. Corporate Members intending to appoint their authorized representatives to attend the AGM and to vote through remote e-Voting/Voting at AGM 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.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, the 19th July, 2024 to Thursday, 25th July, 2024 (both days inclusive) for the purpose of 44th AGM and determining the entitlement of Dividend, if declared at the AGM
7. 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. 25th July, 2024 to those Members: -
 - A. who hold shares in dematerialisation form and whose names appear as Beneficial Owners in the list of Beneficial Owners on 18th July, 2024 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 18th July, 2024, however transfer of shares in physical form are not allowed from 01.04.2019.
8. 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 2023-24 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%.
9.
 - 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.
10. 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.
11. The details of an unclaimed Dividend for the year 2015-16 to 2022-23 are available at the website of the Company i.e. www.ainfrastructure.com. The shareholders are requested to write to the Company/RTA for claiming such dividend. Further, in terms of the provisions of the Companies Act, 2013, upon expiry of 7 consecutive years’ period, unclaimed dividend amount pertaining to the Year 2015-16 together with shares, if any, will be transferred to the Investor Education and Protection Fund on or before December 05 2024. The details of an unclaimed dividend are updated regularly.

12. 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.
13. 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.
14. 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.
15. 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
16. 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 18th July, 2024. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
17. 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.
18. 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.

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.
19. 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.
20. 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.
21. 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).
22. 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.
23. 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 voting process to be carried at the AGM in a fair and transparent manner.
24. 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.

25. 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 21st June, 2024 ("Record Date").

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 22nd July, 2024 at 09:00 A.M. and ends on Wednesday, 24th July, 2024 at 05:00 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. 18th July, 2024, 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 18th July, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

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/login or www.cdslindia.com and click on New System Myeasi. 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 upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, 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.*
- 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
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 at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/company 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 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.

Place: New Delhi
Date: 15th June, 2024

By order of the Board
Sd/-
Lokesh Mundra
Company Secretary

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 9 of the accompanying Notice dated 15th June, 2024.

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 May, 2024, 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 2024-25 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

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on May 30, 2024 re-appointed Shri Sanjay Kumar Kanoria (DIN: 00067203) as Managing Director of the company for a period of 5 (Five) years w.e.f. 08th June, 2024, subject to approval of members in General Meeting, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Shri Sanjay Kumar Kanoria (DIN: 00067203), aged 65 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 re-appoint Shri Sanjay Kumar Kanoria (DIN: 00067203) as a Managing Director. Accordingly, approval of the members is sought for passing a re 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.

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

- (a) Period of Agreement: **08th June, 2024 to 07th June, 2029**
- (b) Basis Salary: Rs. 135.00 Lakh per annum, House Rent Allowance: Rs. 45.00 Lakh per annum and Special Allowance: Rs. 70.00 Lakh per annum with a power to the Board to give one or more annual increment subject to maximum ceiling of remuneration to Rs. 400.00 Lakh per annum.
- (c) Gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (d) 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 3 (three) months' prior notice in writing.

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 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:**

Rs. in Lacs

Particular	2023-24	2022-23	2021-22
Profit (Loss) after Tax	786.06	954.68	1239.20
Net Worth	9021.91	8274.74	7356.64
Earnings Per Share	0.92	1.12	1.45
Turnover	34900.78	31612.38	28647.29

II. 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 2023-2024 is as follows:

(Rs. in Lacs)

Name of the Directors	Remuneration paid/payable for 2023-24 (including contribution to PF)
Mr. Sanjay Kumar Kanoria	250.00
Mrs. Priyadarshini Kanoria	72.00
Mr. Rajiv Lall Adya	73.74
Mr. Kuldeep Kaw	6.19

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 Managing Director/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. Priyadarshinee 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.

The Company has received from Shri Sanjay Kumar Kanoria (DIN: 00067203) (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment

& Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013

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

Item No. 6

On the recommendation of Nomination & Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company on 22nd May, 2024 has approved the appointment of Mr. Sachin Arora (DIN:02928330), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing his candidature for the office of Directors.

In the opinion of the Board of Directors, Mr. Sachin Arora (DIN:02928330) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the management.

The Company has received declaration from Mr. Sachin Arora (DIN:02928330) stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Sachin Arora (DIN:02928330) have been received by the Company, and consents have been obtained from Mr. Sachin Arora (DIN:02928330) pursuant to Section 152 of the Act.

Mr. Sachin Arora is an Advocate and Fellow Company Secretary having more than 16 (sixteen) years of experience in Corporate Law advisory & compliances; Forex Management services; Setting up of new entity in India or outside India; Mergers & Acquisitions; Due Diligences; Corporate drafting and India Investment strategies & advisory. He is representing clients before National Company Law Tribunal, Ministry of Corporate Affairs, District & High Courts and quasi-judicial authorities.

Keeping in view his qualification and experience, the Board considers that his association as an Independent Director of the company would be immense benefit to the Company.

The Board recommends the special resolution at item no 6 of this notice for approval of the members.

Except Mr. Sachin Arora (DIN:02928330), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the Special resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting.

Item No. 7

On the recommendation of Nomination & Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company in their meeting held on 15th June, 2024 has approved the appointment of Mr. Mukesh Kumar Sharma (DIN: 08221249), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing his candidature for the office of Directors.

In the opinion of the Board of Directors, Mr. Mukesh Kumar Sharma (DIN: 08221249) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the management.

The Company has received declaration from Mr. Mukesh Kumar Sharma (DIN: 08221249) stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Mukesh Kumar Sharma (DIN: 08221249) have been received by the Company, and consents have been obtained from Mr. Mukesh Kumar Sharma (DIN: 08221249) pursuant to Section 152 of the Act.

Mr. Mukesh Kumar Sharma (DIN: 08221249) is a Law graduate and practicing lawyer since 2001 and having experience of more than 23 years in the field of Code of Civil Procedure, Evidence Act, Code of Criminal Procedure, Real estate and property laws, Intellectual property laws, Banking and Finance etc

Keeping in view his qualification and experience, the Board considers that his association as an Independent Director of the company would be immense benefit to the Company.

The Board recommends the special resolution at item no 7 of this notice for approval of the members.

Except Mr. Mukesh Kumar Sharma (DIN: 08221249), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the Annual General Meeting.

Item No.8

Re-appointment of Smt. Priyadarshinee Kanoria (DIN: 00114513) as Whole Time Director of the Company

The Board of Directors of the Company ("the Board") at its meeting held on June 15, 2024 has, subject to approval of members, re-appointed Smt. Priyadarshinee Kanoria (DIN: 00114513) as Whole Time Director for a period of 5 (Five) years on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Smt. Priyadarshinee Kanoria (DIN: 00114513) 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 her considerable expertise and to re-appoint Smt. Priyadarshinee Kanoria (DIN: 00114513) as a Whole Time Director.

Therefore, it is proposed to seek members' approval for the re-appointment and remuneration payable to Smt. Priyadarshinee Kanoria (DIN: 00114513) as Whole Time Director of the Company, in terms of the applicable provisions of the Companies Act.

Broad particulars of the terms of appointment and remuneration payable to Smt. Priyadarshinee Kanoria (DIN: 00114513) are as under:

- (c) Period of Agreement: **29th September, 2024 to 28th September, 2029**
- (d) Basic Salary of Rs. 7,00,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of 12,50,000/- per month.
- (c) Gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (d) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Smt. Priyadarshinee Kanoria (DIN: 00114513), 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 Smt. Priyadarshinee Kanoria (DIN: 00114513), 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 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 Whole Time Director will be under the overall authority of the Board.
 - (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 1 (One) months' prior notice in writing.

Smt. Priyadarshinee Kanoria (DIN: 00114513) 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 re-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 Smt. Priyadarshinee Kanoria (DIN: 00114513) under Section 190 of the Act.

Details of Smt. Priyadarshinee Kanoria (DIN: 00114513) 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 PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

III. 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:**

Rs. in Lacs

Particular	2023-24	2022-23	2021-22
Profit (Loss) after Tax	786.06	954.68	1239.20
Net Worth	9021.91	8274.74	7356.64
Earnings Per Share	0.92	1.12	1.45
Turnover	34900.78	31612.38	28647.29

IV. Information about the Appointee

1. Background details:

The background details and profile of Smt. Priyadarshinee Kanoria (DIN: 00114513) 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 2023-2024 is as follows:

(Rs. Lacs)

Name of the Directors	Remuneration paid/payable for 2023-24 (including contribution to PF)
Mr. Sanjay Kumar Kanoria	250.00
Mrs. Priyadarshini Kanoria	72.00
Mr. Rajiv Lall Adya	73.74
Mr. Kuldeep Kaw	6.19

3. Job Profile and suitability:

Smt. Priyadarshinee Kanoria (DIN: 00114513), 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 Extra Ordinary 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 Smt. Priyadarshinee Kanoria (DIN: 00114513) as Whole Time Director and their respective shareholding if any held directly or indirectly in the Company, she does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

The Company has received from Smt. Priyadarshinee Kanoria (DIN: 00114513) (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the

Companies Act, 2013.

Smt. Priyadarshinee Kanoria (DIN: 00114513) and Shri Sanjay Kumar Kanoria husband of Smt. Priyadarshinee Kanoria are interested in the resolution set out at Item No. 07 of the Notice.

The relatives of Smt. Priyadarshinee Kanoria (DIN: 00114513) may be deemed to be interested in the resolution set out at Item No. 08 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 recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the members.

Item No. 9

Mr. Pradeep Sahani (DIN: 07554457) was appointed as an Independent Director of the Company by the members at the 39th Annual General Meeting of the Company held on 08th August, 2019 and thereafter members of the company have changed his designation from Independent Director to Non-Independent Non-Executive Director w.e.f. Feb. 13, 2023.

On the basis of the report of performance evaluation and on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 15th June, 2024 has approved the re-appointment of Mr. Pradeep Sahani (DIN: 07554457), as Non-Independent Non-Executive Director for a term of five consecutive years, liable to retire by rotation, subject to the approval of the shareholders.

The Company has received from Mr. Pradeep Sahani (i) consent in writing to act as Non-Executive Non Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Keeping in view, the long term fruitful association with Mr. Pradeep Sahani, your Board of Directors recommends his appointment as a Non-Executive Non Independent Director, liable to retire by rotation to the members for their approval by way of an Ordinary Resolution as set out at Item No. 9 of the accompanying Notice of the 44th AGM.

Mr. Pradeep Sahani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by any such authority and has given his consent for the said appointment.

Mr. Pradeep Sahani (DIN: 07554457) is not related to any Director, promoter or Key Managerial Personal of the company.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Mr. Pradeep Sahani is provided in Annexure "A" to the Notice.

The Board recommends the special resolution at item no 9 of this notice for approval of the members.

Except Mr. Pradeep Sahani (DIN: 07554457), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice of the Annual General Meeting.

By order of the Board

Sd- /

Lokesh Mundra
Company Secretary

Place: New Delhi
Date: 15th June, 2024

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. Sanjay Kumar Kanoria	Mrs. Priyadarshinee Kanoria	Mr. Kuldeep Kaw
DIN	00067203	00114513	07882201
No. of Board Meeting attended during financial year 2023-24	10	10	9
AGE	65 Years	55 Years	54 Years
Nationality	Indian	Indian	Indian
Date of Appointment/ Reappointment	08th June, 2024	29th September, 2024	29th September, 2022
Qualification	B.A. (Mathematics) from Bostan University, U.S.A.	Graduate	Graduate
Expertise in specific functional areas	He has rich experience in Asbestos Cement Pipe & Sugar Industry as he had served more than 40 years in these industries.	She has rich experience in Asbestos Cement Pipe & Sugar Industry as she had served more than 30 years in these industries.	He has more than 20 years of experience in different fields.
Directorship held in other public companies (excluding foreign companies)	Nil	Nil	Nil
Membership/Chairmanship of committees of other Indian public Companies	-	-	1
Number of share held in the company	Nil	1968800	Nil
Relationship with other Directors	Husband of Mrs. Priyadarshinee Kanoria, Whole Time Director	Wife of Shri Sanjay Kumar Kanoria, Managing Director	Not related with other directors

Particular	Mr. Sachin Arora	Mr. Mukesh Kumar Sharma	Mr. Pradeep Sahani
DIN	02928330	08221249	07554457
No. of Board Meeting attended during financial year 2023-24	Nil	Nil	3
AGE	40 Years	48 Years	62 Years
Nationality	Indian	Indian	Indian
Date of Appointment/ Reappointment	22/05/2024	15/06/2024	07/08/2024
Qualification	Advocate and Fellow Company Secretary	Law graduate and practicing lawyer since 2001	Masters of Management Studies
Expertise in specific functional areas	He has rich experience of more than 16 (sixteen) years in Corporate Law advisory & compliances; Forex Management services; Setting up of new entity in India or outside India; Mergers & Acquisitions; Due Diligences; Corporate drafting and India Investment strategies & advisory. He is representing clients before National Company Law Tribunal, Ministry of Corporate Affairs, District & High Courts and quasi-judicial authorities.	He has rich experience of more than 23 years in the field of Code of Civil Procedure, Evidence Act, Code of Criminal Procedure, Real estate and property laws, Intellectual property laws, Banking and Finance etc.	He has promoted M/s RBBL, a medium scale unit for manufacture of steel balls for Ball Bearings from 1987 to 2004 and thereafter promoted a Private Equity Fund 'Elliot Resorts Limited' based out of Mauritius, with HNIs, Pension Funds & other Corporate investors (2004 onwards)
Directorship held in other public companies (excluding foreign companies)	Nil	Nil	Nil
Membership/Chairmanship of committees of other Indian public Companies	-	-	-
Number of share held in the company	Nil	Nil	Nil
Relationship with other Directors	He is not related with other Directors	He is not related with other Directors	He is not related with other Directors

KANORIA ENERGY & INFRASTRUCTURE LIMITED
 (Formerly known as A INFRASTRUCTURE LIMITED)
 CIN : L25191RJ1980PLC002077
 Registered Office : P.O. Hamirgarh, Distt. BHILWARA - 311 025.(Raj.)

Form No.MGT - 11
PROXY FORM

Name of the member (S) :
Registered Address :
E-mail ID :
Folio No./Client ID : DP ID

I/We, being the member (s) of shares of the above named company, hereby appoint.

Name of the member (S) :
Address : mail ID :
Signature : or failing him

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 the Thursday, 25th July, 2024 at 12.30 p.m. at Hotel PFC Garden, Behind BSL Guest House, Azad Nagar, Bhilwara, Rajasthan 311001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2024.
2. To declare Final Dividend on equity shares for the Financial Year Ended 31st March, 2024.
3. Re-Appointment of Shri Kuldeep Kaw (DIN: 07882201) as Director of the Company.
4. Ratification of Remuneration to the Cost Auditors.
5. Re-Appointment of Shri Sanjay Kumar Kanoria (DIN: 00067203) as Managing Director of the Company.
6. Appointment of Mr. Sachin Arora (DIN: 02928330) as an Independent Director of the company
7. Appointment of Mr. Mukesh Kumar Sharma (DIN: 08221249) as an Independent Director of the company.
8. Re-appointment of Smt. Priyadarshinee Kanoria as Whole Time Director of the company
9. Re-appointment of Shri Pradeep Sahani as Non-executive non-independent director of the company

Signed this day of 20.....Signature of Shareholder

<p>Affix Re.1 revenue stamp</p>
--

Signature of Proxy Holder (s)

Note: 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.

KANORIA ENERGY & INFRASTRUCTURE LIMITED

(Formerly known as A INFRASTRUCTURE LIMITED)

CIN : L25191RJ1980PLC002077

Registered Office: P.O. Hamirgarh, Distt. BHILWARA - 311 025.(Raj.)

ATTENDANCE SLIP**ANNUAL GENERAL MEETING - THURSDAY, 25TH JULY, 2024**

(To be handed over at the entrance of the meeting hall to be filled in block letters)

Regd. Folio No./DP id No.*/Client id No.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	
Name of Proxy	

I hereby record my presence at the Annual General Meeting of the Company held at Hotel PFC Garden, Behind BSL Guest House, Azad Nagar, Bhilwara, Rajasthan 311001 on Thursday, 25th July, 2024 at 12.30 p.m.

.....
Member/Proxy Name in Block Letters

.....
Member /Proxy Signature
(To be signed at the time of handing over this slip)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
128981		