



KUWER INDUSTRIES LIMITED

Regd. Off: D- 1004, First Floor, New Friends Colony, New Delhi – 110065, Tel: 011-2684 8636

Plant Address: A 71/72, Sector 58, Noida, U.P. 201301

Tel: 0120-2580 088/937 FAX: 0120-2580514

Email: investor.kuwer@gmail.com, info@kuwer.com Web: www.kuwer.com

CIN: L74899DL1993PLC056627

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th (Twenty Eight) Annual General Meeting** of the members of Kuwer Industries Limited will be held on **Tuesday, the 29th day of December, 2020 at 09.30 A.M. (IST) at 339, Kishan Garh, Vasant Kunj, New Delhi 110070** to transact the following business:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31st, 2020 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31st, 2020.

ITEM NO. 2 – APPOINTMENT OF DIRECTOR

To consider reappointment of Mrs. Megha Agarwal (holding DIN No. 07129138) who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Megha Agarwal (holding DIN No. 07129138), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITOR AND TO FIX REMUNERATION

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Khiwani & Co., Chartered Accountants (FRN: 002589N), New Delhi, be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 33rd Annual General Meeting, at a remuneration fix by the Board of Directors consul with them.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

SPECIAL BUSINESSES:

ITEM NO. 4 – RE-DESIGNATION OF MR. TARUN AGGARWAL AS THE MANAGING DIRECTOR, CEO AND CHAIRMAN OF THE COMPANY

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

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is here accorded, the consent of the Company be and is hereby accorded for re-designation of Mr. Tarun Aggarwal (DIN: 01320462), who was appointed as the Joint Managing Director of the Company for a term of five (5)

years from September 29, 2017 to September 28, 2022, as the Managing Director and CEO of the Company effective December 2, 2020, for the remainder of his five (5) years term, on the terms and conditions including remuneration payable as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of the said re-designation/promotion and/ or remuneration as it may deem fit.

FURTHER RESOLVED THAT Mr. Tarun Aggarwal shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 5 – RE-DESIGNATION OF MRS. MEGHA AGGARWAL (DIN: 07129138) FROM NON-EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, consent of Members of the Company be and is hereby accorded to the re-designation of Mrs. Megha Aggarwal (DIN: 07129138) as Whole Time Director of the Company with effect from December 02, 2020 to hold his office upto five year, at a monthly remuneration payable as set out in the Explanatory Statement annexed to the Notice with other perquisites as per the Rules of the Company and as per the terms and conditions set out in the employment agreement entered on December 02, 2020.”

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 5 – APPOINTMENT OF MR. RAHUL AGARWAL (DIN: 00104568) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Rahul Agarwal (DIN: 00104568) as an Independent Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Rahul Agarwal (DIN: 00104568), who, based on the recommendations of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director (Non-Executive-Independent Director) of the Company with effect from December 1, 2020 under Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from December 1, 2020 to November 30, 2025 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to him during his tenure.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 6 – APPOINTMENT OF MRS. ANJALI GARG (DIN: 00440762) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mrs. Anjali Garg (DIN: 00440762) as an Independent Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mrs. Anjali Garg (DIN: 00440762), who, based on the recommendations of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director (Non-Executive-Independent Director) of the Company with effect from December 1, 2020 under Section 161 of the Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from December 1, 2020 to November 30, 2025 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to her during her tenure.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 7 – APPOINTMENT OF MR. PRANAV GUPTA (DIN: 08977605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Pranav Gupta (DIN: 08977605) as an Independent Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Pranav Gupta (DIN: 08977605), who, based on the recommendations of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director (Non-Executive-Independent Director) of the Company with effect from December 1, 2020 under Section 161 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from December 1, 2020 to November 30, 2025 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to him during his tenure.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 8 – APPOINTMENT OF MRS. USHA AGGARWAL (DIN: 01288577) AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to Mrs. Megha Aggarwal (DIN: 01288577), Non-Executive and Non-Independent Director of the Company, who has already attained the age of 78 years be and hereby appointed as non-executive director till the expiry of her existing term and she is liable to retire by rotation.”

**Regd. Office: D- 1004, First Floor,
New Friends Colony, New Delhi-110065**

**By order of the Board of Directors
For Kuwer Industries Limited**

**Place: New Delhi
Date: 02.12.2020**

**Sd/-
Jagdish Chandra
Company Secretary
M. No.: 47018**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 28TH ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage 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.

The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

2. SEBI and Ministry of Corporate affairs (MCA) are promoting electronic communication as a contribution to greener environment. Accordingly, as part of green initiative soft copy of the Annual Report 2019-20 is being sent through electronic mode to those members whose email address are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2019-20 is being sent to all other members who have not registered their email addresses, by the permitted mode.
3. The route map and prominent landmark of the venue of the Annual General Meeting as required under Secretarial Standards on the General Meeting is annexed herewith as with this Report.
4. No gifts, gift coupons or cash in lieu of gifts is distributed in the Meeting.
5. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed herewith.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID number for identification.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 am to 1.00 pm up to the date of AGM and copies thereof are also available at. These documents along with the Register of Directors and Key Managerial Personnel & their shareholding maintained under section 170 of the Companies Act, 2013 and

the Register of Contracts & Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.

11. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd December, 2020 to 28th December, 2020 (both days inclusive).
12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI press release No. 49/2018 dated December 3, 2018, has mandated that w.e.f. 01.04.2019, except in case of transmission or transposition of securities, request for effecting transfer of securities held in physical form shall not be processed by the Company / RTA of the Company unless the securities are held in dematerialized form. Hence Shareholders holding shares in physical form are requested to get their physical shares dematerialized.
13. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and Bank particulars, are mandatorily required to furnish the PAN and Bank details to the Company / Registrar & Transfer Agent (RTA) to update the same in Company's record. Accordingly, the shareholder holding shares in physical form are requested to furnish their PAN and Bank details to the Company's Registrar & Transfer Agent (RTA) i.e. **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020.**
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
15. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. Skyline Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020:
 - i. their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - ii. any change in their address/e-mail id/ECS mandate/bank details,
 - iii. share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i. their email id.
 - ii. all changes with respect to their address/e-mail id/ECS mandate/bank details.C. Kindly note that as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
16. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
17. Due to COVID-19 pandemic, members are requested to wear facemask before entering into the premises for attending 28th Annual General Meeting of the Company and follow the necessary instructions to maintain social distancing and sanitize hands in regular intervals during the proceeding of Annual General Meeting. Members are also requested to please submit the attendance slip duly filled and signed along with self-declaration as mentioned therein.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form

can be downloaded from the Company's website www.kuwer.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA of the Company in case the shares are held in physical form.

19. Members having any query relating to the enclosed Annual Accounts are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
20. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard-2 on General Meeting, details in respect of directors seeking appointment / re-appointment at the ensuing Annual General Meeting is separately annexed hereto.
21. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
22. The Board of Directors have appointed M/s Amit H.V. & Associates (Proprietor Mr. Amit Kumar), Company Secretary in practice (Certificate of Practice No: 21725) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting/Whole Time Director and in his absence to the Company Secretary of the Company.
24. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kuwer.com and on the website of the CDSL immediately after the result is declared by the Chairman.
25. The result will also be communicated to stock exchange where the shares of the Company are listed.
26. Voting through electronic means:-

The instructions for shareholders voting electronically are as under:

- 1) The remote e-voting period begins on Saturday, 26th December, 2020 at 09:30 A.M. and ends on Monday, 28th December, 2020 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21st December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person, who acquires shares of the company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 21st December, 2020 may obtain the login ID and password by sending a request at investor.kuwer@gmail.com.
- 2) The Shareholders should log on to the e-voting website www.evotingindia.com during their voting period.

- 3) Click on “Shareholders” tab.
- 4) Now enter your user ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digit Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- 5) Next enter the image verification as displayed and click on Login.
- 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If your are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

For Members holding shares in Demat Form (first time user) and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence Number which is printed on address slip. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 6.

- 8) After entering these details appropriately, click on “SUBMIT” tab.
- 9) Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach at ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 10) For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the KUWER INDUSTRIES LIMITED on which you choose to vote.

- 12) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies your assent to the resolution and option NO implies your dissent to the resolution.
- 13) Click on the “RESOLUTION FILE LINK” if you wish to view the entire resolution details.
- 14) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the voting page.
- 17) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for smart phones. The m-voting app can be downloaded by android phone users from Google Play Store. iPhone and Window Phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting through your mobile phone.

19) Note for Non-individual shareholders and Custodian

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evoitngindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

The following explanatory statements set out all material facts relating to the Special Businesses mentioned in the accompanying notice.

Item No. 4

Mr. Tarun Agarwal was appointed as the Joint Managing Director in the whole-time employment of the Company for a period of five years w.e.f. 31.08.2017.

With the objective of furthering its strategic goals and sad demises of Mr. Jai Bhagwan Aggarwal, Managing Director of the Company, on September 23, 2020, the Board of Directors of the Company at its meeting held on December 02, 2020 has, on the recommendation of the Nomination & Remuneration Committee, approved the re-designation of Mr. Tarun Aggarwal, as the Managing Director, CEO and Chairman of the Company w.e.f. December 02, 2020, for the remainder of his five years term, subject to the terms and conditions as mentioned hereinafter and the approval of the Members.

The appointment is subject to the following terms and condition:

Term & Termination

The appointment of Mr. Tarun Aggarwal as the Managing Director shall be subject to the terms and condition of the draft agreement entered in to with him by the Company on 02.12.2020.

I. **Overall Remuneration:** A remuneration of Rs. 75,000/- shall be given.

II. Other Terms and Conditions of Appointment

- a) Mr. Tarun Aggarwal undertakes to the best of his skill and ability to use his endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.
- b) The Managing Director will (i) have the general control of the business of the Company and be vested with the Management and day-to-day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business (iii) have the authority to perform all other acts and things which in the ordinary course of business the Managing Director may consider necessary or proper in the best interests of the Company and (iv) the Managing Director shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- c) Managing Director will devote the whole of his time and attention to the business of the Company.
- d) Managing Director shall be entitled to be reimbursed by the Company all costs, charges and expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee.
- e) Managing Director shall not during the continuance of his employment hereunder or at any time thereafter divulge, publish or disclose to any person whomsoever or make use whatsoever for his own purpose or for any other purpose other than that of the Company of any information, knowledge, methods, trade secrets or any confidential information relating to the business affairs or activities of the Company, obtained by him during his employment with the Company and shall, during the continuance of his employment, hereunder, use his best endeavor to prevent any other person from doing so.
- f) Managing Director shall disclose his interest in any company or companies or bodies corporate, firms or other associations of individuals and shall also disclose direct or indirect interest in any contract or arrangement entered into between the Company and such other company/ies, body corporate, firms or association of persons in the manner laid down in Section 184 of the Companies Act, 2013 and The Companies (Meetings of the Board and its Powers) Rules, 2014.

- g) Managing Director is being appointed a Director of the Company by virtue of his employment in the Company.
- h) The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. The Managing Director shall during his term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.
- i) The employment of the Managing Director may be terminated by the Company without notice:
- if the he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
 - in the event of any serious or repeated or continuing breach (after prior warning) or nonobservance by the Managing Director of any of the stipulations contained in the Agreement;
 - in the event the Board expresses its loss of confidence in the Managing Director.
- j) Upon the termination by whatever means of his employment under the Agreement: The Managing Director shall immediately tender his resignation from office as a director of the Company without claim for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation to the Company.

The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.

- k) Notices may be given by either Party at least two months in advance by letter addressed to the other Party at, in the case of the Company, its registered office for the time being and in the case of the Managing Director his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.
- l) The terms and conditions of the appointment of the Managing Director / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to the Board subject to such approvals as may be required.

Save and except Mrs. Megha Aggarwal, Whole time Director and Mrs. Usha Aggarwal, non-executive director, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item 4 of the Notice.

Mr. Tarun Aggarwal shall be deemed concerned or interested in Item No. 4 of the accompanying Notice.

Your Board of Directors recommend the Special Resolution for your approval.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on December 01, 2020, have re-designated Mrs. Megha Aggarwal (DIN: 07129138) as the Whole Time Director of the Company to hold office for a period of five year w.e.f. December 02, 2020 and she is liable to retire by rotation. Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 any such appointment or re-designation shall be subject to the approval of members in their General Meeting.

Save and except Mr. Tarun Aggarwal, Managing Director and Mrs. Usha Aggarwal, non-executive Director, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item 5 of the Notice.

Mrs. Megha Aggarwal shall be deemed concerned or interested in Item No. 5 of the accompanying Notice. Your Board of Directors recommend the Ordinary Resolution for your approval.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 2, 2020, have appointed Mr. Rahul Agarwal (DIN: 00104568) as an Additional Director (Non-Executive Independent) of the Company. The term of his appointment as an Additional Director shall be up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, while the term as an Independent Director was proposed for five (5) consecutive years commencing from December 2, 2020, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The Company has received a declaration from Mr. Rahul Agarwal confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Rahul Agarwal is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Further, the Company has received notice from a member u/s 160(1) of the Companies Act, 2013, proposing candidature of Mr. Rahul Agarwal for the office of the Director in the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.kuwer.com.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Board and Committees in respect of the appointment of Mr. Rahul Agarwal as the Independent Director, a required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mr. Rahul Agarwal is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Rahul Agarwal as an Independent Director of the Company would benefit the Company in terms of his rich experience and broad range of skill sets and recommends the Ordinary resolution as set out in Item No. 5 of the Notice for approval of the shareholders.

Except, Mr. Rahul Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Ordinary Resolution for your approval.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 2, 2020, have appointed Mrs. Anjali Garg (DIN: 00440762) as an Additional Director (Non-Executive Independent) of the Company. The term of her appointment as an Additional Director shall be up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, while the term as an Independent Director was proposed for five (5) consecutive years commencing from December 2, 2020, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The Company has received a declaration from Mrs. Anjali Garg confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"). Mrs. Anjali Garg is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. Further, the Company has received notice from a member u/s 160(1) of the Companies Act, 2013, proposing candidature of Mrs. Anjali Garg for the office of the Director in the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.kuwer.com.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Board and Committees in respect of the appointment of Mrs. Anjali Garg as the Independent Director, a required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mrs. Anjali Garg is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mrs. Anjali Garg as an Independent Director of the Company would benefit the Company in terms of her rich experience and broad range of skill sets and recommends the Ordinary resolution as set out in Item No. 6 of the Notice for approval of the shareholders.

Except, Mr. Anjali Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Your Board of Directors recommend the Ordinary Resolution for your approval.

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 2, 2020, have appointed Mr. Pranav Gupta (DIN: 08977605) as an Additional Director (Non-Executive Independent) of the Company. The term of his appointment as an Additional Director shall be up to the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, while the term as an Independent Director was proposed for five (5) consecutive years commencing from December 2, 2020, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

The Company has received a declaration from Mr. Pranav Gupta confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Pranav Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Further, the Company has received notice from a member u/s 160(1) of the Companies Act, 2013, proposing candidature of Mr. Pranav Gupta for the office of the Director in the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.kuwer.com.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Board and Committees in respect of the appointment of Mr. Pranav Gupta as the Independent Director, a required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mr. Pranav Gupta is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Pranav Gupta as an Independent Director of the Company would benefit the Company in terms

of his rich experience and broad range of skill sets and recommends the Ordinary resolution as set out in Item No. 8 of the Notice for approval of the shareholders.

Except, Mr. Pranav Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Your Board of Directors recommend the Ordinary Resolution for your approval.

Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 1, 2020, have appointed Mrs. Usha Aggarwal (DIN: 01288577) as an Additional Director (Non-Executive Non Independent) of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mrs. Usha Aggarwal have attained the age of 78 years, be and hereby appointed as non-executive directors can only be by passing the special resolutions by the shareholders and justification thereof is indicated in the explanatory statement annexed to the notice for such special resolutions.

Accordingly, special resolutions is proposed to take shareholders' approval for the appointment of Mrs. Usha Aggarwal as Non-Executive Directors.

Mrs. Usha Aggarwal (DIN: 01288577), aged 78 years, had her schooling from Modern School, Delhi and Post-Graduation from Delhi University. She has a rich experience in the field of teaching since her schooling.

The Board of Directors is of the opinion that Mrs. Usha Aggarwal is a person of integrity; possess relevant expertise and vast experience. Accordingly, it is felt that her association as non-executive directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (LODR) read with SEBI LODR (Amendment) Regulations, 2018, your directors recommend her association from December 2, 2020 and until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 9 of this Notice for approval of the Members of the Company through postal ballot.

Save and except Mr. Tarun Aggarwal, Managing Director and Mrs. Megha Aggarwal, Whole time Director, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item 9 of the Notice. Your Board of Directors recommend the Ordinary Resolution for your approval.

**Regd. Office: D- 1004, First Floor,
New Friends Colony, New Delhi-110065**

**By order of the Board of Directors
For Kuwer Industries Limited**

**Place: New Delhi
Date: 02.12.2020**

**Sd/-
Jagdish Chandra
Company Secretary
M. No.: 47018**

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Name of Director	Mrs. Megha Agarwal	Mr. Rahul Agarwal	Mr. Pranav Gupta	Mrs. Anjali Garg	Mrs. Usha Aggarwal
Date of Birth	27/10/1975	13/02/1969	23/10/1993	07/09/1973	19/01/1942
DIN	07129138	00104568	08977605	00440762	01288577
Age (Years)	45 years approx	52 years approx	27 years	47 years	78 years
Date of Appointment	23/03/2015	02/12/2020	02/12/2020	02/12/2020	02/12/2020
Qualification & Expertisensess	He is Graduate by qualification and having rich experience of Administration and Management	He is Graduate by qualification in B.Sc from Bhimrao Ambedkar University Agra	He is Graduate by qualification from Delhi University and having experience as Analyst	She is Post graduate, MBA from Georgetown University, Washington DC, USA, Specialisation-strategy management	She is Graduate by qualification from Delhi University and having rich experience in teaching
Relations with Other Director (Inter-Se)	Mr. Tarun Aggarwal- Husband Mr. Jai Bhagwan Aggarwal- Father in Law	Not related to any other Directors, Key Managerial Personnel, and their relatives	Not related to any other Directors, Key Managerial Personnel, and their relatives	Not related to any other Directors, Key Managerial Personnel, and their relatives	Mr. Tarun Aggarwal-Son Mrs. Megha Aggarwal-Daughter in Law
Directorship held in Other Companies as on date	1. Noble Fashions Private Limited 2. JTV Labels Private Limited	1. Ghaziabad Containers Private Limited 2. Premium Compostos India Private Limited 3. Premium Polyfilm Private Limited 4. Star Lamipacks Private Limited 5. Srikrishna Polymer Industries Private Limited	NIL	1. Sukam Crafts Limited	1. Kuwer Packaging Private Limited 2. Ellora Mechanical Products Pvt. Ltd. 3. V C T Lease Invest Private Limited
No. of Shares held	22727	NIL	NIL	NIL	756665
Committee Positions* in other Public Companies	NIL	NIL	NIL	Sukam Crafts Limited	NIL

FORM NO. MGT-11**PROXY FORM****KUWER INDUSTRIES LIMITED****Regd. Off: D- 1004, First Floor, New Friends Colony, New Delhi – 110025 Tel: 011-2684 8636****Plant Address: A 71/72, Sector 58, Noida, U.P. 201301****Tel: 0120-2580 088/937 FAX: 0120-2580514**Email: investor.kuwer@gmail.com, info@kuwer.com Web: www.kuwer.com**CIN: L74899DL1993PLC056627**

I/We _____ R/o _____
 _____ Being a Member/ Members of Kuwer Industries
 Limited, hereby appoint Mr. / Mrs.
 R/O _____ Failing him /her
 Mr./Mrs. _____ R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the members of the Company, to be held on Tuesday, 29.12.2020 at 09:30 A.M at 339, Kishan Garh, Vasant Kunj New Delhi-110070 and at any adjournment thereof in respect of such resolutions as attached / appended below.

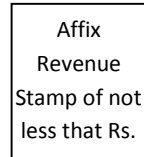
Signed on this ____ Day of _____, 2020

Signature

Address

Folio No.

No. of Equity Shares held

Affix Revenue Stamp
of 1/- Rupee

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	Optional*	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31 st , 2020 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31 st , 2020.		
2.	To consider reappointment of Mrs. Megha Agarwal (holding DIN No. 07129138) who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Appointment Of Statutory Auditor And To Fix Remuneration		
4.	Re-designation of Mr. Tarun Aggarwal as the Managing Director, CEO and Chairman of the company.		
5.	Re-designation of Mrs. Megha Aggarwal (DIN: 07129138) from Non-Executive Director to whole time director.		
6.	Appointment of Mr. Rahul Agarwal (DIN: 00104568) as an independent director of the company.		

7.	Appointment of Mrs. Anjali Garg (DIN: 00440762) as an independent director of the company.		
8.	Appointment of Mr. Pranav Gupta (DIN: 08977605) as an independent director of the company		
9.	Appointment of Mrs. Usha Aggarwal (DIN: 01288577) as Non-Executive non independent director.		

Signed this..... day of 2020

Signature of Shareholder.....

Address :

Folio No. :

No. of Equity Shares held :

Notes:

1. **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.**
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 28th Annual General Meeting.

***It is optional to put 'V' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.**

Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP

KUWER INDUSTRIES LIMITED

Regd. Off: D- 1004, First Floor, New Friends Colony, New Delhi – 110065 Tel: 011-2684 8636

Plant Address: A 71/72, Sector 58, Noida, U.P. 201301

Tel: 0120-2580 088/937 FAX: 0120-2580514

Email: investor.kuwer@gmail.com, info@kuwer.com Web: www.kuwer.com

CIN: L74899DL1993PLC056627

28th ANNUAL GENERAL MEETING

Tuesday, 29th December, 2020 at 09.30 A.M.

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/We hereby record my/ our presence at the Annual general Meeting of the Company held on Tuesday, 29th December, 2020.

Dated:

Place:

Member's / Proxy's Signature

ROUTE MAP FOR PLACE OF AGM

