

## **NOTICE**

Notice is hereby given that 32<sup>nd</sup> Annual General Meeting of the shareholders of the **Sturdy Industries Limited** (herein after the “Company”) will be held on **Wednesday, 22<sup>nd</sup> DAY OF SEPTEMBER 2021 AT 11.00 A.M.** IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Shamsher Kumar Sharma (DIN 08063703), Managing Director of the company who retires by rotation and being eligible, offers himself for the re-appointment.

### **SPECIAL BUSINESS:**

#### **3. To Ratify the Remuneration of Cost Auditor**

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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Board of Directors, the remuneration payable during the year to M/s. Balwinder & Associates, Cost Accountants having Firm Registration No. 000023 and the appointed by the Board of Directors of the Company for conducting the audit of cost records of the Company for the financial year 2021-22, at a remuneration amounting to Rs. 60,000/- (Rupees Sixty Thousand) as also the payment of tax as applicable and re-imburement of out of pocket expenses which may be incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**4. To regularize the appointment of Ms. MEENU (DIN: 08945317) , as the Director of the company:**

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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Ms. MEENU (DIN: 08945317), who was appointed as an Additional Director on 13th November 2020, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. To regularize the appointment of ASHOK KUMAR (DIN:07374369), as the Director of the company:**

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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mr. ASHOK KUMAR (DIN: 07374369), who was appointed as an Additional Director on 13th November 2020, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**“RESOLVED THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To Sell the Non-Core Assets/ Slow moving Assets of the Company in term of the Bank guidelines for pre payment of Unsustainable Debt**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell or otherwise dispose off the Assets which were identified and categorized as Non-Core

Assets/ Slow moving Assets by lending Banks (Punjab National bank and Allahabad Bank /Indian Bank) as per their Sanction and resolution plan dated 25.06.2019, in order to make pre payment of Unsustainable Debt as per Bank guidelines.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board**  
For **STURDY INDUSTRIES LTD**

PLACE: PARWANOO

DATE: 19.08.2021

sd/-  
**(RAMESH GUPTA)**  
**WHOLE TIME DIRECTOR**  
**DIN: 00161363**  
**Address: H.NO. 11-12, SECTOR**  
**1, PARWANOO, HIMACHAL**  
**PRADESH**

**NOTES:**

1. In View In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“the MCA”) vide its Circular No. 02/2021 dated January 13, 2021 permitted the companies to hold the Annual General Meeting (“AGM” or “meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “the MCA Circulars”). In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the MCA Circulars, AGM of the Company for FY 2020-21 is being held through VC / OAVM. Registered Office of the Company shall be deemed to be the venue for AGM.
2. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Company.
3. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 14<sup>th</sup> Day of September, 2021 to 21<sup>th</sup> Day of September, 2021 (both days inclusive).

5. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto.
6. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Member's are requested to notify any change of email ID or address.
9. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialised form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
10. With a view to conserve natural resources, we request the Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
11. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their email ID's with their respective DP, in case the same is still not registered. Members are also requested to notify any change in their email ID or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. Notice alongwith demat form is also attached herewith.
12. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2020-21 is being sent in the permitted mode.

In case, any member wants to get a physical copy of the Annual Report, they may send their request to [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com) mentioning folio/DP ID and Client ID. Annual Reports is also available in the on the website of the company at <http://www.sturdyindustries.com/financial.php>

13. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2020-21 will also be available on the website of the Company at <http://www.sturdyindustries.com/> for their download. The physical copies of the foresaid documents will also be available at the Company's Registered Office in Baddi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any further communication or clarification, the shareholders may also write to the Company's email id at [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com)
14. The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are furnished as under:-

| S. No. | Particulars  | Name of the Director |                 |                           |
|--------|--|----------------------|-----------------|---------------------------|
|        |  | Ms. Meenu            | Mr. Ashok Kumar | Mr. Shamsher Kumar Sharma |
| 1.     | Date of Birth  | 19.05.1975           | 27.06.1960      | 06.06.1945                |
| 2.     | Date of Appointment  | 13.11.2020           | 07.04.2021      | 27.08.2018                |
| 3.     | Qualifications   | Post Graduate        | Graduate        | Graduate                  |
| 4.     | List of other Indian Companies in which Directorship held    | NIL                  | NIL             | NIL                       |
| 5.     | Chairman/Member of the Committee of Board of other Companies | NIL                  | NIL             | NIL                       |
| 6.     | Equity Shares held in the Company                            | NIL                  | NIL             | NIL                       |

15. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and of the Listing Regulations, the Company is pleased to provide e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.
16. The resolutions shall be deemed to have been passed on the date of AGM, subject to the same being passed with requisite majority.
17. Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com) and register as a speaker. Only those Members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.

18. As per the provisions of Secretarial Standards for General Meeting it is clearly specified that any Member cannot vote both by post and e-voting and if he/she votes both by post and e-voting, his vote by post shall be treated as invalid.

**The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.sturdyindustries.com/financial.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period will start on Sunday, 19th September, 2021 at 9:00 a.m. and ends on Tuesday, 21st September, 2021 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) of Wednesday, 15th September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with



the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |



|  |  |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>                                     | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

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. CDSL and NSDL

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|--|--|
| PAN  | Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>                |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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 that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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 & enter the details as prompted by the system.
- (xvi) Mr. Mast Ram Chechi, Company Secretary of M. R. Chechi & Associates, Chandigarh, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**EXPLANTORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 3**

The members are informed that the Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and fixed the remunerations of M/s Balwinder & Associates, Cost Accountants having firm Registration No. 000201, for conducting the audit of cost records of the Company for the financial year ended March 31, 2022. Further, in terms of the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee/Board of Directors is proposed to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

**ITEM NO. 4**

The Board of Directors of the Company has appointed Ms. Meenu as Additional Director of the Company in its Board Meeting held on 13.11.2020. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required.

Brief profile of Ms. Meenu is as given in note 13 of the Notes of this notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

**ITEM NO. 5**

The Board of Directors of the Company has appointed Mr. Ashok Kumar as Additional Director Cum CFO of the Company in its Board Meeting held on 07.04.2021. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required.

Brief profile of Mr. Ashok Kumar is as given in note 13 of the Notes of this notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

**ITEM NO. 6**

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, or otherwise dispose of the Non-Core Assets/ Slow Moving Assets of the company. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Non-Core Assets/ Slow Moving Assets of the company (as mentioned below) to make pre payment of the Unsustainable Debts. As the member are aware that the some of manufacturing unit are closed and no other production is being carried on at its Current Unit, and also the same are already Hypothecated/Mortgaged with Punjab National Bank and Indian Bank (Allahabad Bank).

| <b>S.No.</b> | <b>Assets Description</b>  |
|--------------|--|
| 1.           | Unit – I – 21, Industrial Area, Baddi engaged in manufacturing of HDPE PVC Pipes abd Fittings extra. This unit is closed since long.   |
| 2.           | Unit – III – 21, Industrial Area, Baddi engaged in manufacturing of Aluminum Composite Panels used in front elevation of commercial buildings and towers.  |
| 3.           | Unit – II – Village Saidpura, Derabassi. This unit is engaged in manufacturing of Asbestors Corrugated Cement Sheets and was given on lease to M/S Hyderabad Industries Ltd. Since this company has stopped doing the work and case for recovery of lease money is pending in Court of Law. This unit has also been identified as non-core assets. |
| 4.           | Unit – VI – Engaged in manufacturing of Aluminum Conductors, Aluminum Conductors Steel.  |
| 5.           | Unit – X – Engaged in manufacturing of Aluminum wire Rod, PLB HDPE Telecom Duct and trading of Aluminum Wire.  |
| 6.           | Unit – V – Hydro Projects at Village Slanti HP has yet not started only approval has been taken for setting up a Mini Hydel power project of 1.5 MW. This unit has also been identified as non-core assets.  |

The above resolution is recommended for your approval for passing this resolution at this ensuring Annual General Meeting.

The Board recommended the resolution for you approval.

None of the Director is interested in said resolution.



The particulars required to be disclosed in the Explanatory Statement in accordance with provisions of clause (B) of Section II of part II of Schedule V of the Companies Act, 2013, are given below:-

## I. GENERAL INFORMATION

### 1) Nature of Industry:

Engaged in manufacturing & supplying AAC, AAAC & ACSR Conductors, ABC Cables, Aluminum Composite Panels with brand SUNBOND, Sprinkler & Drip Irrigation Systems, HDPE & PVC Pipes, Permanent Lubricant HDPE Ducts and Plastic Water Storage Tanks as per BIS Standards or as customer requirements. We are having state-of-the-art plant and machineries manufacturing facilities for the above items at various locations for manufacturing standard products for multiple applications in the field of transmission & distribution, building & irrigation.

### 2) Date or expected date of commencement of commercial production:

Already in commercial operations since last more than 20 years

### 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

### 4) Financial Performance based on given indicators:

| Financial Year Ended                   | 2019-20<br>(Rs. In Cr.) | 2019-20<br>(Rs. In Cr.) |
|--|-------------------------|-------------------------|
| Revenue from Operations                | 51.19                   | 122.03                  |
| Total Income                           | 52.60                   | 147.57                  |
| Total Expenditure                      | 82.68                   | 246.74                  |
| Profit/(Loss) of the Period before tax | -30.08                  | -99.17                  |

### 5) Foreign Investments or collaborators, if any: NA

## II. INFORMATION ABOUT THE APPOINTEES:

### 1) As described in the explanatory statement herein above.

### 2) Past Remuneration

| Sr. No. | Name                      | Salary & Allowances |
|---------|---------------------------|---------------------|
| 1       | Mr. Ramesh Gupta          | Rs. 24 Lac          |
| 2       | Mr. Amit Bhatti           | Rs. 3 Lac           |
| 3       | Mr. Shamsher Kumar Sharma | Rs. 1.20 Lac        |

### 3) Recognition or awards:

Under the able guidance of the above appointees the company achieved various awards for star performer as an excellent exporter & BESI MSME Award as vendor from the Power Grid Corporate India Ltd.

4) Job Profile and his suitability:

As described in the explanatory statement herein above.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The executive remuneration in the industry has increased manifold in the past few years. Further as per their rich experiences & capabilities in the same field the proposed remuneration is well within the remuneration payable to Directorial personnel holding similar stature/position in the Industry.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

They all are the promoters of the company

### III. OTHER INFORMATION

1) Reasons for loss or inadequate profit

Increases in Raw Material price and impact of global recession cause the profitability of the company. High Debts cost also leading towards lower profitability.

2) Steps taken or proposed to be taken for improvement:

The Company is taking steps to control the high cost of production by enhancing the production capacity. The company is also taking appropriate steps for settling the Bank debts.

3) Expected increase in productivity and profits in measurable terms:

In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As mentioned above, the Company is taking various efforts to increase its productivity and the management is confident of substantial increase in revenue and profits in coming years.

### IV. DISCLOSURES

Since the promoters are directors of the company therefore they all are directly interested in the business affairs of the company.

**By order of the Board**  
For **STURDY INDUSTRIES LTD**

PLACE: PARWANOO

DATE: 19.08.2021

Sd/-  
**(RAMESH GUPTA)**  
**WHOLE TIME DIRECTOR**  
**DIN: 00161363**

**Address:** H.NO. 11-12,  
SECTOR 1, PARWANOO,  
HIMACHAL PRADESH