

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF CENTRAL CABLES LIMITED WILL BE HELD ON THURSDAY, 31ST OF DECEMBER, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCEING/AUDIO MEANS (OAVM) THE VENUE OF THE MEETING SHALL BE DEEMED BE THE REGISTERED OFFICE OF THE COMPANY, 5 TEMPLE ROAD, CIVIL LINE, NAGPUR-440001, MAHARASHTRA, INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2020, together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Govinddas Daga (DIN : 00202975) director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To regularize the appointment of Mrs. Yogita Sunil Pise-Additional Director as an Independent Director under Section 149, 152 of Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements), Regulation 2015 and other applicable provisions:**

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 provision of sections 149,152 and any other applicable provisions, if any read with schedule IV of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, Mrs. Yogita Sunil Pise (DIN: 08960502) who was appointed as an Additional Director of the Company with effect from 13th November, 2020 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article of the existing Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to the provision of Section 160 of the Companies Act, 2013, be and is hereby appointed on the Board of Directors of the Company as an Independent Director for a consecutive period of 5 years and whose period of office shall not be liable to determination by retirement of directors by rotation from the date of coming into effect of this resolution."

4. **To re-appoint Mr. Sanjay Dattatray Agnihotri (DIN: 06442128) as an Independent Director of the Company and continue her directorship as a Non-Executive Director of the Company:**

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

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other the applicable with or without modification(s), **"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other

applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Sanjay Dattatray Agnihotri (DIN: 06442128), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 9th March, 2020 to 9th March, 2025, not being liable to retire by rotation."

Registered Office:

5 Temple Road, Civil Lines

Nagpur-440001

CIN: L31300MH1981PLC023772

Website: www.centralcables.in

By order of the Board of Directors

For Central Cables Limited

SD/-

Mritunjay Kumar

Company Secretary &

Compliance Officer

Date : 07-12-2020

Notes:

- 1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') with respect to the Ordinary / Special Business to be transacted at the meeting set out in the Notice is annexed hereto. The brief details of the persons seeking appointment / re-appointment as Directors as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India as approved by the Central Government, is also annexed to this Notice**
- 2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting of the Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 39th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.**

3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the annual general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
5. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspmkakani@gmail.com or care.centralcables@gmail.com.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.centralcables.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI Limited at www.msei.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The Register of members and share transfer books of the and Company will remain closed from Thursday, 4 December, 2020 to Thursday, 31st December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
8. Members are requested to notify immediately change of address, if any, to the registrar and transfer agent of the company and provide their e-mail ID.
9. Members who have shareholdings in physical form are requested to submit their shares for dematerialization at your registered depository at the earliest.

10. VOTING THROUGH ELECTRONIC MEANS

I.) 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 will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

II.) 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.

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 AGM will be provided by CDSL.

III.) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

IV.) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

V.) 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. 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 through VC/OAVM and cast their votes through e-voting.

VI.) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.centralcables.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI Limited at www.msei.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

VII.) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

VIII.) The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 28th December, 2020 at 09.00 A.M. and ends on 30th 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 of 23rd December, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iv) Click on "Shareholders" tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters. OR
 - d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) If you are a first time user follow the steps given below: For Members holding shares in Demat Form and Physical Form PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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. DOB Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format Bank Enter the Bank Account Number as recorded in your demat account with the depository or Account in the company records for your folio. Number • Please Enter the DOB or Bank Account Number in order to Login. (DBD) • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).
 - (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant Company Name i.e. "Central Cables Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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 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.
 - 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; cspmkakani@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xxi) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- Send a mail to the Company and Registrars & Share Transfer Agent of the Company, Link Intime Private Limited. at care.centralcables@gmail.com and rnt.helpdesk@linkintime.co.in respectively along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the 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 Aadhar Card) for registering email address.
2. For Demat shareholders - Please contact your Depository Participant (DP) and register your email address.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/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 care.centralcables@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 care.centralcables@gmail.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the 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.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

IX.) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cspmkakani@gmail.com. in with a copy marked to helpdesk.evoting@cdslindia.com on or before 30th December, 2020 upto 5 p.m. without which the vote shall not be treated as valid.

X.) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd December, 2020. A person who is not a member as on cut off date should treat this notice for information purpose only.

XI.) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners as at closing hours of business, on 4th December, 2020.

XII.) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd December, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

XIII.) Notice of AGM along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).

XIV.) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 4th Decemebr 2020 are requested to send the written / email communication to the Company at care.centralcables@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

XV.) he Board of Director of the Company has appointed Mrs. Pragati Ved Kakani, (C.P. No. 8109. and Membership No. 5309), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI.) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.centralcables.in and website of CDSL and same will be communicated to the stock exchanges where the company shares are listed viz. MSEI Ltd & CSE Ltd.

Registered Office:

5 Temple Road, Civil Lines

Nagpur-440001

CIN: L31300MH1981PLC023772

Website: www.centralcables.in

Date 07-12-2020

By order of the Board of Directors

For Central Cables Limited

SD/-

Mritunjay Kumar

Company Secretary &

Compliance Officer

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

The following Explanatory Statement sets out the material facts relating to the business under Item Nos. 03 and 04 of the accompanying notice dated 31st December, 2020.

Item No. 03

The Board of Directors based on recommendation of Nomination and Remuneration Committee of the Company appointed Mrs. Yogita Sunil Pise (DIN: 08960502) as Additional Director of the Company with effect from 13th November, 2020 pursuant to the provisions of Sections 161 of the Companies Act, 2013 read with applicable Rules of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 with the Stock Exchanges. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, Mrs Yogita Sunil Pise will hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing the candidature of Mrs. Yogita Sunil Pise for the office of an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mrs. Yogita Sunil Pise (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mrs Yogita Sunil Pise as an Independent Director of the Company for a period of 5 consecutive years from the date of coming into effect of this resolution pursuant to the provision of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Regulations) Regulation 2015. She will not be liable to retire by rotation. In the opinion of the Board, Mrs Yogita Sunil Pise fulfills the conditions specified in the Companies Act, 2013 read with the Rules made thereunder and Regulation 25 of the Listing Regulations for appointment as an Independent Director and she is independent of the Management. The terms and conditions of appointment of Mrs Yogita Sunil Pise shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working days, excluding Saturdays, Sundays and Public Holidays between 11.00 am to 1.00 pm upto the date of this Annual General Meeting. Mrs. Yogita Sunil Pise She received her Graduate degree in G.S college of Commerce, Nagpur. She does not hold Chairmanship / Membership of any Board committee of other companies. Mrs. Yogita Pise, aged about 39 years, does not hold any equity shares of the Company. Except Mrs. Yogita Pise, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 04

The Company had, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), re-appointed Mr. Sanjay Dattatray Agnihotri (DIN: 06442128) as an Independent Director of the Company as approved by the members of the Company at its meeting held on Thursday, 31st December, 2020 for a period of five (5) consecutive years with effect from 9th March, 2020 till 9th March, 2025.

Due to her continuous efforts and performance for improving credibility and governance standards of the Company and in compliance with the provisions of Section 149 read with Schedule IV of the Act and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 7th December, 2020 approved the reappointment of Mr. Sanjay Dattatray Agnihotri as an Independent Director of the Company for a second term of 5 (five) consecutive years effective from 9th March, 2020 till 9th March, 2025 subject to the appointment/re-appointment by the member in the ensuing AGM of the Company. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Sanjay Dattatray Agnihotri is suitably qualified and experienced for the position of Independent Director of the Company and he is independent of the management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of benefit to the Company and it is desirable to avail the services of Mr. Sanjay Dattatray Agnihotri as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. He has also made necessary disclosures including his qualifications to be considered for her eligibility to be appointed/re-appointed as Independent Director on the Board of the Company.

Brief profile along with other particulars of Mr. Sanjay Dattatray Agnihotri, as required under Regulation 36(3) and 26(4) of the Listing Regulations and Secretarial Standards - 2 on General Meetings is attached as annexure to this Notice. Mr. Sanjay Dattatray Agnihotri he has received her Graduate degree from Nagpur University. Hhe does not hold Chairmanship / Membership of any Board committee of other companies. Mr. Sanjay Dattatray Agnihotri, aged about 52 years, does not hold any equity shares of the Company. Except Mr. Sanjay Dattatray Agnihotri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ANNEXURE TO NOTICE OF 39th AGM

Details of the Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (Listing Regulation).

Name of Director	Mr.Govinddas Daga
Date of Birth	16/12/1951
Date of Appointment	29/01/1981
Relationship with Directors	Mrs. Swarna Mimani- Daughter
Expertise in Specific functional area	Mr. Govindas Govardhandas Daga has more than 35 years of experience in the field of manufacturing, finance & management. Mr. Daga provides the strategic guidance and foresight to the Company. He is supported by a team of qualified and professional executives with considerable experience in theirrespective fields.
Qualification	Master of Science & MSEE from USA
Board Membership of Companies as on March 31, 2019	He is not a director in any other listed entity & accordingly does not have membership of any Board Committee of the listed entity.
Chairman/Member of the Committees of the Board of Directors as on March 31, 2019	
Total Number of Shares	1066875