

# S R INDUSTRIES LIMITED

Registered Office: E- 217, Industrial Area, Phase 8B, Mohali, Punjab- 160071

CIN: L29246PB1989PLC009531 E-mail: srindustries9531@gmail.com

(Rehabilitate from Corporate Insolvency Resolution Process)

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## NOTICE

Notice is hereby given that the 33<sup>rd</sup> (Thirty Third) Annual General Meeting (“AGM” or “the Meeting”) of the members of S R Industries Limited (“The Company”) will be held on Monday, December 30, 2024 at 02:00 P.M. (IST) at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603 to transact the following business:

### **ORDINARY BUSINESS:**

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#### **Item No.: 1**

**To take note the Audited Standalone Financial Statements of the Company for the Financial ended March 31, 2024 together with Auditors’ and Directors’ Report thereon:**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Balance Sheet as at March 31, 2024, Profit and Loss accounts, Cash Flow statement for the financial year ended on March 31, 2024 with all the notes annexed together with the Auditors’ Report thereon be and are hereby taken into account by the Board of Directors of the Company”.

#### **Item No.: 2**

**To Appoint M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors 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 139 and 142 and other applicable provisions, if any, of the Act, read with Companies (Audit and Auditors) Rules 2014 as may be applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation made by the Audit Committee, the approval of the members of the Company be and is hereby accorded for the appointment of M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N, Peer Review Certificate No.: 016602), as Statutory Auditor of the Company for a term of 5 (five) consecutive years from financials year 2024-2025 till the conclusion of the 38th Annual General Meeting to be held in the year 2029 at such remuneration as mentioned in the explanatory statement and any amendment in the terms of their appointment including remuneration as may be decided by the Board of Directors or the Audit Committee of the Company as the case may be.”

### **SPECIAL BUSINESS:**

#### **Item No.: 3.**

**To Appointment of Mr. Pankaj Dawar (DIN: 06479649) as a Managing 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 Sections 164, 196, 197 and 203 read with Schedule V and all 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(s) thereof for the time being in force) and Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Dawar (DIN: 06479649), as Managing Director (Executive Director) of the Company without any remuneration for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive), upon the terms and conditions as mutually decided by the Board and Director in a manner as the Board may deem fit and acceptable to Mr. Pankaj Dawar.”

**RESOLVED FURTHER THAT** Mr. Pankaj Dawar (DIN: 06479649) in the capacity of Managing Director shall have right to manage the ordinary course business or affairs of the Company with also entrusted with among others the powers, authorities, functions, duties, responsibilities by the Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.

Item No.: 4.

To Appoint Mr. Manish Kumar Gupta (DIN: 05331936) as a 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, 160 and any other applicable provisions of the 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 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the approval of the members of the Company be and is hereby accorded for the appointment of, Mr. Manish Kumar Gupta (DIN: 05331936) who was appointed as an Additional Director of the Company by Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Code (IBC)) with effect from September 18, 2024 and the term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature be and is hereby appointed as a Executive Director of the Company being liable to retire by rotation and not liable to receive any remuneration from the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute

all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

**Item No. 5.**

**To Appoint Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Deepak Logani (DIN: 10842487) as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation and he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

**Item No.: 6.**

**To Appoint Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Deepti Datta (DIN: 10842930) as a Director (Non-executive Independent Woman Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). She is not liable to retire by rotation and she meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute

all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

**Item No.: 7.**

**To Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation and he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

**Item No.: 8.**

**To increase the borrowing powers of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby recorded to increase the borrowing powers of the Company, to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency (i) by way of availing of long/short term loans and all kinds of financial assistance by all permissible methods, secured/ unsecured from banking companies, financial institutions, bodies corporate or any person(s), (ii) by way of issue of commercial papers, rupee denominated bonds/senior notes to eligible person(s), lenders, investor(s) (iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds or any other security or instrument(s) on private placement basis as well as by way of public issue by issue of shelf-disclosure documents, prospectus, shelf prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance

funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, or (iv) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed INR 100/- Crore (Rupees One Hundred Crores only);

**RESOLVED FURTHER THAT** the Board or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Item No.: 9**

**Adoption of new set of Articles of Association (AOA) of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approval(s), approval of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association (**‘AOA’**), in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the new AOA, as placed before the Members and initialed by the Chairman for identification, shall come into effect upon filing with and approval by the Registrar of Companies or any other appropriate authority, as applicable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), the Chief Financial Officer and the Company Secretary be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to this resolution.”

**Item No.: 10****Power to give loans or invest funds of the Company in excess of the limits specified under section 186 of the Companies Act, 2013**

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 the Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to, inter alia, (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**By order of the Board of Directors,  
For S R Industries Ltd.,**

**Sd/-**

**Shivam Sharma**

**Company Secretary & Compliance Officer**

**M. No.: A 42083**

**Date: December 20, 2024**

**Place: New Delhi**

**Notes: -**

1. We are writing to inform you about the 33rd Annual General Meeting (AGM) of S R Industries Ltd. (the Company), scheduled for Monday, December 30, 2024 at 2:00 P.M. (IST). As you may be aware, the Company underwent a Corporate Insolvency Resolution Process (CIRP), initiated by the Hon'ble NCLT, Chandigarh Bench on December 21, 2021. Following this process, Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA) and was granted approval by the Adjudicating Authority on July 1, 2024. As a result, BIL along with its Associates acquired 95% majority stake in the Company. Due to the ongoing CIRP, we have not received Trading Approval from BSE Limited, NSDL

and CDSL. Consequently, our equity shares are currently non-active with ISIN INE329C01011. Unfortunately, this means we cannot conduct e-voting or hold the AGM via video conferencing. In light of these circumstances, we will convene the 33rd AGM physically at our Registered Office or within local limits of registered office. Further, RTA, NSDL and CDSL are in the process of updating the list of shareholders pursuant to NCLT order i.e. only 5% shareholding are with Public and 95% lies with BIL along with its associates under the Promoter group.

2. A Member entitled to attend and vote at the AGM is entitled to appoint Proxy or where that is allowed, one or more proxies to attend and vote on a poll instead himself or herself and a proxy need not be a member of the company. 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.

**A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

3. Proxies submitted on behalf of the Companies and other Bodies Corporate, Societies, Trust etc. must be supported by an appropriate resolution, as the case may be applicable.

4. No Gift in any kind shall be distributed at the Annual General Meeting.

5. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.

6. Attendance slip, proxy form, and the route map of the venue of the AGM are annexed hereto.

7. An explanatory statement as required under the section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information required pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulation) for Item No. 2,3,4,5,6,7,8,9, 10 and 11 are annexed to this notice.

8. Relevant Documents referred to in the accompanying Notice and other documents, as the applicable will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. srindustries9531@gmail.com or can write us at our corporate office at II-B / 20, First Floor Lajpat Nagar, New Delhi-110024

9. Ms. Meenu Gupta, Practicing Company Secretary [M. No.: 52702, COP:26274] has been appointed as the Scrutinizer to scrutinize the voting process in fair and transparent manner.

10. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

11. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID

and Client ID / Folio No. They are also requested to bring their copy of the Annual report to the Annual General Meeting.

12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

13. Members are requested to bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange of the attendance Slip.

14. As the equity shares are lying in non-active or Temporary ISIN of the company, the facility for voting through remote e-voting has not been provided to the members to cast their votes virtually before the date of AGM. Therefore, the members/proxy(s) attending the meeting can cast their vote through ballot paper at the time of ensuing AGM. The Company is in the process of restructuring its share capital as per the NCLT Approved Plan i.e. 95% shareholding with Bazel International Limited along with its Associates under the category of Promoters and 5% shareholding with the Public. Public shareholders who will attend the meeting can cast their vote through ballot paper at the time of AGM.

15. In light of this situation, the Company is unable to send individual notices to its shareholders regarding the forthcoming Annual General Meeting (AGM). To ensure compliance with the relevant provisions of the Companies Act, 2013, the Company is publishing this notice in the Financial Express (in English) and "Jansatta" (in Hindi), which shall be deemed sufficient notice to all eligible shareholders.



## Annexure to Notice

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

#### **Item No.:2:**

#### **Appointment of M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration:**

S R Industries Limited (the Company) was registered under The Corporate Insolvency Resolution Process (CIRP) and initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024, after the rehabilitating from CIRP and pursuant to the provisions of the Companies Act, 2013 (the Act) read with rules and SEBI Listing Regulations, the applicable terms of the CIRP, the Resolution Professional (RP) appointed as statutory Auditor for the financial year 2023-24 to conduct statutory audit of the Company. Furtherance of the above process the Board of Directors of the Company in their meeting held on Friday, December 06, 2024 and after evaluating and considering various factors like industry/commercial experience, competency and eligibility of the audit team or firm, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, recommended the appointment of M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N), registered with Institute of Chartered Accountants of India and having valid Peer Review Certificate No.: 016602, as the Statutory Auditors of the Company, for a period of five consecutive years from the conclusion of Thirty Third (33<sup>rd</sup>) AGM till the conclusion of Thirty Eight (38th) AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

It is further to be mentioned that M/s Krishan Rakesh & Co. has consented to act as the Statutory Auditors of the Company and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. Following disclosures as per Regulation 36(5) of SEBI Listing Regulations:

Proposed fees payable to the statutory auditor(s) along with terms of appointment and any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Rs. 90,000/- (Rupees Ninety Thousand Only) p.a.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N), registered with Institute of Chartered Accountants of India and having valid Peer Review Certificate No.: 016602. The Firm has significant experience to provide quality services in the areas of Statutory, Internal & Tax Audit, M&A due-diligence and corporate restructuring, Investigation, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters, Management Consultancy, Fixed Assets Verification and other.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of reappointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.: 2 of the Notice for approval by the Members.

**Item No.: 3.**

**To appoint Mr. Pankaj Dawar (DIN: 06479649) as a Managing Director of the Company:**

As per the approved Resolution Plan (RFRP), Bazel International Limited (BIL) and associates has acquired the Company and became the 95% shareholders of the Company.

After such approval the Company become subsidiary of the BIL and as per provisions of the ACT the BIL proposed to appoint BIL's Managing Director Mr. Pankaj Dawar (DIN: 06479649) as the Managing Director of the S R Industries Limited. The Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Act, 2006 read with relevant rules and notification or circulars, if any and Hon'ble NCLT, Chandigarh Bench) appointed Mr. Pankaj Dawar (DIN: 06479649) as additional director w.e.f. September 18, 2024. The Board of Directors of the Company's meeting held on Friday, November 22, 2024 proposed to member for appointment or change in designation of Mr. Pankaj Dawar (DIN: 06479649) from additional director (Non-executive Director) to Managing Director (Executive Director) without any remuneration for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive) and he is liable to retire by rotation.

Mr. Pankaj Dawar, aged 52 years (approx.) Managing Director of Bazel International Limited and other entity having more than 25 years' experience in leadership role wherein he has instrumental in transforming various business. Mr. Pankaj having many key achievements but out of them some are advisor of XO Footwear Private Limited (from September, 2020 to July, 2022), CEO of Mehta Trans Logistics Private Limited (from July 2015 to June 2018) and Project Manager for Bajaj Finserv in 2008. Mr. Pankaj Dawar had privilege to be first National Operational Head-Retail Assets with Yes Bank.

The Board proposed to appoint Mr. Pankaj Dawar as Managing Director for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He will not eligible for remuneration but in case Nomination and Remuneration Committee deem fit and recommend to the Board, he will be eligible for sitting fees and benefits, perquisites/ allowances like House rent allowance, conveyance allowance, leave travel allowance, bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, fees of clubs subject to maximum of two clubs which will include admission fees but will not include life membership fees, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time. Provisions of the Part-II of Schedule V to the Companies Act, 2013 are not applicable on this appointment because the company is not paying any remuneration to Mr. Pankaj Dawar.

Mr. Pankaj Dawar is interested in the said resolution as it pertains to his own appointment. The other relatives of Mr. Pankaj Dawar may be deemed to be interested in the said resolution at Item No. 3 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors (except Mr. Pankaj Dawar), Key Managerial Personnels except interested director of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 3 of the accompanying Notice for the approval by the Members.

**Item No.: 4.**

**To Appoint Mr. Manish Kumar Gupta (DIN: 05331936) as a Director of the Company:**

The Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Act, 2006 read with relevant rules and notification or circulars, if any and Hon'ble NCLT, Chandigarh Bench) appointed Mr. Manish Kumar Gupta (DIN: 05331936) as additional director w.e.f. September 18, 2024 and he is liable to retire by rotation.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Articles of Association of the Company, Mr. Manish Kumar Gupta shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director. Mr. Manish Kumar Gupta has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Mr. Manish Kumar Gupta holds a Master of Business Administration (MBA) and brings 17 years of extensive experience in finance and accounting leadership roles. Throughout his career, he has demonstrated expertise in financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth.

Mr. Manish Kumar Gupta is interested in the said resolution as it pertains to his own appointment. The other relatives of Mr. Manish Kumar Gupta may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors (except Mr. Manish Gupta), Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval by the Members.

**Item No. 5.**

**To Appoint Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company:**

Pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mr. Deepak Logani (DIN: 10842487) as an Additional Director (Non-Executive Independent) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Deepak Logani (DIN: 10842487) holds office up to subject to the approval of members of the Company. The Board proposed to appoint Mr. Deepak Logani as Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both days inclusive).

Mr. Deepak Logani is 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. Mr. Deepak Logani, aged approximately 58 years, is a graduate from Delhi University, bringing with him a wealth of experience in business management, governance, and business marketing. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI

Listing Regulations. In the opinion of the Board, Mr. Deepak Logani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

He has registered himself in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). He has also confirmed that he is not debarred from appointment by any order of SEBI/ MCA/ RBI or any other authority. He meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that his association would be of immense benefit to the Company and considering the background and experience of Mr. Deepak Logani, the Board recommends the resolution set out at Item No. 5 in relation of appointment of Mr. Deepak Logani as an Independent Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 5 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval by the Members.

**Item No.: 6.**

**To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company:**

Pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mrs. Deepti Datta (DIN: 10842930) as an Additional Director (Non-Executive Independent Woman Director) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mrs. Deepti Datta (DIN: 10842930) holds office up subject to the approval of members of the Company. The Board proposed to appoint Mrs. Deepti Datta (DIN: 10842930) as Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive).

Mrs. Deepti Datta is 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. Ms. Deepti Datta, approximately 40 years old, holds a Master's degree in Business Administration (MBA) with a specialization in Finance and is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). With her extensive expertise in finance, governance, management, company law, and securities law, she brings a wealth of experience in corporate governance, compliance, and strategic management. The Company has received a declaration from Mrs. Deepti Datta that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. In the opinion of the Board, Mrs. Deepti Datta fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

She has registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). She has also confirmed that she is not debarred from appointment by any order of SEBI/ MCA/ RBI or any other authority. Mrs. Deepti Datta meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that her association would be of immense benefit to the Company and considering the background and experience of Mrs. Deepti Datta, the Board recommends the resolution set out at Item No. 6 in relation of appointment of Mrs. Deepti Datta as an Independent Woman Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc.

pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 6 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for the approval by the Members.

**Item No.: 7.**

**To Appoint Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company:**

ursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional Director (Non-Executive Independent) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Sanjeev Kumar Sapra (DIN: 10842495) holds office up subject to the approval of members of the Company. The Board proposed to appoint Mr. Sanjeev Kumar Sapra (DIN: 10842495) as a Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive).

e is 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. Mr. Sanjeev Kumar Sapra (aged 52 approx.), is a qualified Company Secretary from ICSI and has a bachelor's degree in commerce from Delhi University, he is certified by NSE for NCFM since 1998 (Capital and Derivative Market) and participated in first programme on launch of derivatives in India in 1998 conducted by ICSI and NSE. He has expertise in Company Law - Capital Market & Securities Laws - Economic and Commercial Laws - Industrial Labor and General Laws, also having rich experience of governance, management expertise. He is visiting faculty of Institute of Company Secretaries of India and other financial institutions.

The Company has received a declaration from Mr. Sanjeev Kumar Sapra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

He has registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). Mr. Sanjeev Kumar Sapra has also confirmed that he is not debarred from appointment by any order of SEBI/ MCA/ RBI or any other authority. Mr. Sanjeev Kumar Sapra meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that his association would be of immense benefit to the Company and considering the background and experience of Mr. Sanjeev Kumar Sapra, the Board recommends the resolution set out at Item No. 7 in relation of appointment of Mr. Sanjeev Kumar Sapra as an Independent Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 7 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 7 of the accompanying Notice for the approval by the Members.

**Item No.: 8.****To increase the borrowing powers of the Company:**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to set the borrowing limit upto Rs. 100 Crores (Rupees Hundred Cores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, set this limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company, if any exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution. Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 100 Crores. Accordingly, the approval of the members of the Company is sought for set the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 100 Crores (Rupees One Hundred Crores) as stated in the resolutions.

**Item No. 9:****Adoption of new set of Articles of Association (AOA) of the Company**

The existing Articles of Association (**AOA**) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on December 06, 2024 has approved the adoption of new set of Articles of Association of the Company. In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. A copy of the proposed set of new AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the Annual General Meeting ("AGM").

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 9 of AGM Notice.

The Board recommends passing of the resolution set out at Item No. 9 for the approval of the members of the Company by way of a **Special Resolution**.

**Item No. 10****Power to give loans or invest funds of the Company in excess of the limits specified under section 186 of the Companies Act, 2013.**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or

one hundred percent of its free reserves and securities premium account, whichever is higher.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 10 of AGM Notice.

The Board recommends passing of the resolution set out at Item No. 10 for the approval of the members of the Company by way of a **Special Resolution**.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards–2 as prescribed by Institute of Company Secretaries of India:

Name of Director	Mr. Pankaj Dawar	Mr. Manish Kumar Gupta	Mr. Deepak Logani	Mr. Deepti Datta	Mr. Sanjeev Kumar Sapra
DIN	06479649	05331936	10842487	10842930	10842495
Age (in year, approx.)	51	37	58	40	52
Qualification	CS	MBA	Graduate	CS, MBA	CS, Graduate
Brief Profile and expertise in specific functional area	Mr. Pankaj Dawar (DIN: 06479649), approximately 51 years old, is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). He possesses strong expertise in company law and securities law, with significant experience in corporate governance, management, and compliance	[Mr. Manish Kumar Gupta holds a Master of Business Administration (MBA) and brings 17 years of extensive experience in finance and accounting leadership roles, Throughout his career, he has demonstrated expertise in financial management, strategic planning, and driving operational efficiency, making him a	Mr. Deepak Logani (aged 58 approx.), is a graduate from [Delhi University and having rich experience in business management, governance and business marketing.	Ms. Deepti Datta, approximately 40 years old, holds a Master's degree in Business Administration (MBA) with a specialization in Finance and is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI).	Mr. Sanjeev Kumar Sapra (aged 52 approx.), is a qualified Company Secretary from ICSI and has a bachelor's degree in commerce from Delhi University, he is certified by NSE for INCFM since 1998 (Capital and Derivative Market) and participated in first programme on launch of derivatives in India in 1998

		valuable asset in  steering financial performance and organizational growth.			conducted by ICSI and NSE.
Skills and capabilities required for the role and the manner in which the Directors meet the requirement	He possesses strong expertise in company law and securities law, with significant experience in corporate governance, management, and compliance	He have good experience of 17 years of extensive experience in finance and accounting leadership roles, financial management, strategic planning, and driving operational efficiency, making him a valuable asset in  steering financial performance and organizational growth.	He having rich experience in business management, governance and business marketing.	She have expertise in finance, governance, management, company law, and securities law, she brings a wealth of experience in corporate governance, compliance, and strategic management.	He has expertise in Company Law - Capital Market & Securities Laws - Economic and Commercial Laws - Industrial Labor and General Laws, also having rich  experience of governance, management expertise. He is listing faculty of Institute of Company Secretaries of India and other financial institutions.
Term and conditions of appointment	Appointment as Managing Director term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both days inclusive) and he is liable for retire by rotation.	Appointed as Director (Executive) and CFO of the Company, he is liable for retire by rotation.	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). She is not liable to retire by rotation	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation
Details of Remuneration sought to be paid	NA	NA	Sitting Fee for attending the Board and Committee Meetings of the Company, if Nomination	Sitting Fee for attending the Board and Committee Meetings of the Company, if Nomination	Sitting Fee for attending the Board and Committee Meetings of the Company, if Nomination



			and Remuneration committee approved	and Remuneration committee approved	and Remuneration committee approved
Details of remuneration last drawn	NA	NA	NA	NA	NA
Date of first appointment on the Board	18-09-2024	18-09-2024	22-11-2024	22-11-2024	22-11-2024
Shareholding in the Company	NA	NA	NA	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None (Holding Company Bazel International Limited proposed to appoint)	None (Holding Company Bazel International Limited proposed to appoint)	None	None	None
Number of Meetings of the Board attended during the year	NA	NA	NA	NA	NA
Other Directorships	1. Imax Global Ventures Limited, Director 2. Bazel International Limited, Managing Director 3. Indianhawks Foods Private Limited, Director 4. Avenue Tradelink Private Limited, Director 5. RUSV Real Estate Private Limited, Director	1. Bazel International Limited, CFO, 2. B2C Eventures Private Limited, Director 3. Zalika Real Estate Private Limited, Director	NA	NA	NA

**By order of the Board of Directors,**  
**S R Industries Ltd.,**  
**Sd/-**  
**Shivam Sharma**  
**Company Secretary & Compliance Officer**  
**M. No.: A 42083**  
**Date: December 20, 2024**  
**Place: New Delhi**

# S R INDUSTRIES LIMITED

Registered Office: E- 217, Industrial Area, Phase 8B, Mohali, Punjab- 160071

CIN: L29246PB1989PLC009531 E-mail: srindustries9531@gmail.com

(Rehabilitate from Corporate Insolvency Resolution Process)

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## **ATTENDANCE SLIP**

### **33<sup>rd</sup> ANNUAL GENERAL MEETING Monday, December 30, 2024 at 02:00 p.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./DP ID Clint ID:

Address:

No. of Shares held:

Name of the Proxy:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company held on Monday, December 30, 2024 at 02:00P.M. (IST) at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603

Full name of proxy (in case of proxy):

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Signature of First holder/Proxy/

Authorised Representative

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Signature of joint holder(s)

Note:

Please fill in and sign this attendance slip and hand it over at the venue of the meeting.

Only members of the Company and/or their proxy will be allowed to attend the meeting

**Form No. MGT-11**  
**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

CIN : L29246PB1989PLC009531  
Name of the company : S R INDUSTRIES LTD  
Registered office : E-217, Industrial Area, Phase 8B, Mohali, Punjab- 160071  
Corporate office : II-B / 20, First Floor Lajpat Nagar, New Delhi, Delhi, 110024  
Name of the Members :  
Registered Address :  
E-mail ID :  
Folio No. /Client ID :  
DP ID :

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

1. Name: ....., Email id: .....

Address: .....Signature:....., or failing him

2. Name: ....., Email id: .....

Address: .....Signature:....., or failing him

3. Name: ....., Email id: .....

Address: .....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Members of S R INDUSTRIES LTD to be held on Monday, December 30, 2024 at 02.00 p.m. within the local limits of registered Office of the Company at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603 and at any adjournment thereof in respect of such resolutions as indicated below:

Item No.	Business to be transacted	For	Against
<b>Ordinary Business:</b>			
1.	To take note the Audited Standalone Financial Statement of the Company for the Financial ended March 31, 2024 together with Auditors' Report thereon.		
2.	To Appointment of M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.		
<b>Special Business:</b>			
3.	To Appointment of Mr. Pankaj Dawar (DIN: 06479649) as a Managing Director of the Company.		
4.	To Appointment of Mr. Manish Kumar Gupta (DIN: 05331936) as a Director of the Company.		
5.	To Appointment of Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company.		

6.	To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company.		
7.	To Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company.		
8.	To increase the borrowing powers of the Company.		
9.	Adoption of New set of articles of association.		
10.	To approve limits specified under section 186 of the Companies Act, 2013		

Signed this..... day of..... 2024.

<p>Affix revenue stamp</p> <p>Rs. 1.00</p>
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Signature of shareholder.....

Signature of Proxy holder(s) .....

Note:

This form of proxy in order to be effective should be duly completed and deposited at the corporate office of the Company, not less than 48 hours before the commencement of the Meeting.

**ROUTE MAP FOR 33<sup>rd</sup> ANNUAL GENERAL MEETING**  
Held at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603

