

## NOTICE OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of Akashdeep Metal Industries Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 04:00 p.m at 14, Dayanand Vihar, Delhi - 110092 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Auditors' and Directors' thereon.

### SPECIAL BUSINESS:

2. 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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, Approval of the members of the Company be and is hereby accorded for appointment of M/s T.K Gupta & Associates, Chartered Accountants, (Firm Registration No. 011604N) , be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Prakash & Santosh, Chartered Accountants (Firm Registration No. 000454C).

**RESOLVED FURTHER THAT** M/s T.K Gupta & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** Mr. Rajesh Gupta, Managing Director of the Company, be and is hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."

3. 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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Yash Pal Gupta, (DIN: 00013872), who was appointed as an Additional Director on 2<sup>nd</sup> day of May, 2018, and whose terms of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Rajesh Gupta, Managing Director of the Company, be and is hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution."



*Mohit Chauhan*

4. 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Prachi Gupta, (DIN: 08118203), who was appointed as an Additional Director on 2<sup>nd</sup> day of May, 2018, and whose terms of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Rajesh Gupta, Managing Director of the Company, be and is hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

5. 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 196, 152 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded for the appointment of Mr. Rajesh Gupta (DIN: 00006056) as a Managing Director for the period of 5 (five) years commencing from 02<sup>nd</sup> May, 2018 who was appointed as such in the Board Meeting dated 02<sup>nd</sup> May, 2018, upon the terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) as set out in the Explanatory Statement annexed to the Notice of this Meeting and to alter the said terms and conditions of appointment and remuneration of Mr. Rajesh Gupta in the best interests of the Company and as may be permissible at law.

**FURTHER RESOLVED THAT** Mr. Yash Pal Gupta, Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

6. 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 section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V of the said Act, and recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for remuneration of Rs 50,000/- (Rupees Fifty Thousand) per month payable to Mr. Rajesh Gupta, (DIN: 00006056) Managing Director of the Company, w.e.f 2<sup>nd</sup> May, 2018 which is in excess of the limits prescribed under the Companies Act, 2013.

**RESOLVED FURTHER** in view of Schedule V of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for payment to Mr. Rajesh Gupta, Managing Director, such remuneration as approved in the said resolution as a minimum remuneration in case Company has no profits or the profits of the Company are inadequate during any financial years during the tenure of appointment Mr. Rajesh Gupta, Managing Director.



Mohit Chauhan

**FURTHER RESOLVED THAT** Mr. Yash Pal Gupta, Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**By the order of the Board  
For Akashdeep Metal Industries Limited**



*Mohit Chauhan*

**Mohit Chauhan  
Company Secretary & Compliance officer**

**M.No.: A53839**

**Add: 339, Banshidhar Chowk, Jahangirabad,  
Bulandshahr(Distt.), Uttar Pradesh - 203394**

**Date: September 01, 2018  
Place: Delhi**

**NOTES:**

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**

Pursuant to Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- c) Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be Entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any Time during the business hours of the company, Provided that not less than three days notice in Writing of the intention so to inspect is given to The company.
- d) **Queries at the Annual General Meeting:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven working days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- e) **Book Closure:** Pursuant to the provisions of the Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23<sup>rd</sup> September 2018 to Saturday, 29<sup>th</sup> September 2018 (both days inclusive) for the purpose of the Annual General Meeting.
- f) Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters to the Company's Registrar and Share Transfer Agent **MAS Services Limited** at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area Phase-II, New Delhi-110 020.
- g) Members are requested to please notify immediately of changes in Bank Details, E-mail address and Nominations:
- Shares in Physical forms - to Registrar and Share Transfer Agent **MAS Services Limited** at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area Phase-II, New Delhi-110 020
  - Shares in Dematerialize Form to their respective depositories.
- h) **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the Annual General Meeting.



Mohit Chauhan

- i) Members/proxies/authorised representatives should bring duly filled attendance slips sent herewith for handing over at the venue of the meeting.
- j) Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.
- k) Details of Directors whose appointment as Directors and Managing Director are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI).
- l) In support of the "Green Initiative" measure taken by Ministry of Corporate Affairs, Government of India, New Delhi, enabling electronic delivery of documents and also in line with circular Ref. No. CIR/CFD/DIL/7/2011 dated 5th November, 2011 issued by Securities and Exchange Board of India (SEBI) and as prescribed under the relevant provisions under the Companies Act, 2013 and the Rules made there under, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with the respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA). The Annual Report duly circulated to the members of the Corporation, is also available on the Corporation's website at [www.akashdeepmetal.in](http://www.akashdeepmetal.in).
- m) Members are informed that in case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
- n) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and documents referred to in the notice, are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 1:00 p.m. upto the date of AGM and will also be available for inspection by the members at the venue of the AGM.
- o) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- p) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- q) Transfer of Shares (held in Physical Form): In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor(s) and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor(s) and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy



*Mohit Chauhan*

of PAN card to the Corporation / Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities.

r) The Route-map to the venue of the 34th Annual General Meeting is provided at the last page of the Annual Report 2017-2018.

s) **Process and manner for Members opting for e-voting are as under:**

i. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by National Securities Depository Limited (NSDL).

ii. Members are provided with the facility for voting either through electronic voting system or polling paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are only eligible to exercise their right to vote at the meeting through ballot paper.

iii. Members who have cast their vote by remote e-voting, prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.

iv. Members can opt for only one mode of voting, i.e., either by e-voting or at the AGM through polling paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail.

v. The remote e-voting period commences on Wednesday, 26<sup>th</sup> September 2018 (9:00 a.m. IST) and ends on Friday, 28<sup>th</sup> September 2018 (5:00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 22<sup>nd</sup> September 2018, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

vi. The process and manner for remote e-voting are as under:

a. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.

b. Click on "Shareholder-Login".

c. Put user ID and password as initial password noted in step (a) above. Click Login.

d. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

e. Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".

f. Select "EVEN" 109288 (e-voting events number) of "Akashdeep Metal Industries Limited".

g. Now you are ready for remote e-voting as "Cast Vote page opens".



*Mohit Chaurans*

h. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

i. Upon confirmation, the message "Vote cast successfully" will be displayed.

j. Once you have voted on the resolution, you will not be allowed to modify your vote.

k. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [agarwal.kundan@gmail.com](mailto:agarwal.kundan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 34th Annual General Meeting (for members whose email ids are not registered with the Company/Depository Participant(s) or requesting physical copy).**

a. Initial password is provided in the box overleaf.

b. Please follow all steps from Sl. No. (a) to Sl. No. (k) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 22<sup>nd</sup> September, 2018.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on cut-off date i.e. 22<sup>nd</sup> September, 2018, they may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

F. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

H. At the end of remote e-voting period, the facility shall forthwith be blocked.

I. M/s Kundan Agrawal & Associates, Company Secretaries, H-23 A, 204 Kamal Tower, Near Sai Mandir, Vikas Marg, Laxmi Nagar, Delhi-110092 (email id : [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com)) has been appointed as Scrutinizer for providing facility to the members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.

J. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.



*Mohit Chatur*

K. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, 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.

L. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.akashdeepmetal.in](http://www.akashdeepmetal.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

M. In case of grievances connected with facility for voting by electronic means, Members are requested to contact the Company or the Registrar and Share Transfer Agent of the Company or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

**By the order of the Board  
For Akashdeep Metal Industries Limited**



*Mohit Chauhan*

**Mohit Chauhan  
Company Secretary & Compliance officer  
M.No.: A53839**

**Date: September 01, 2018  
Place: Delhi**

**Add: 339, Banshidhar Chowk, Jahangirabad,  
Bulandshahr(Distt.), Uttar Pradesh - 203394**



## EXPLANATORY STATEMENTS

*(Pursuant to the section 102 of the Companies Act, 2013 and other applicable provisions)*

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

### **Item No. 2: Appointment of M/s T.K Gupta & Associates as Statutory Auditors to fill the casual vacancy**

M/s. Prakash & Santosh, Chartered Accountants, (Firm Registration No.000454C) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

M/s. Prakash & Santosh, Chartered Accountants have conducted Statutory Audit for Financial Year 2017-18 and have submitted their Report in the Meeting of the Board of Directors held on 30<sup>th</sup> May, 2018 where the Financial Statements were approved by the Board.

The Board of Directors of the Company recommended M/s. T.K Gupta & Associates, Chartered Accountant, (Firm Registration No.011604N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Prakash & Santosh, Chartered Accountants.

M/s. T.K Gupta & Associates, Chartered Accountant, (Firm Registration No.011604N)), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends Resolution set out in item No. 2 of the Notice for approval of the Members by way of Ordinary Resolution.

### **Item No. 3: Regularization of Mr. Yash Pal Gupta (DIN: 00013872) as Director on the Board**

Mr. Yash Pal Gupta was appointed as an Additional Director of the Company with effect from 2nd May, 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Yash Pal Gupta on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No.3 for approval by the members of the Company.

Except to the extent of their shareholdings, none of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Yash Pal Gupta himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution No.3 to be passed as an ordinary resolution.

### **Item No. 4: Regularization of Mrs. Prachi Gupta (DIN: 08118203) as Director on the Board**



*Mohit Chauhan*

Mrs. Prachi Gupta was appointed as an Additional Director of the Company with effect from 2nd May, 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mrs. Prachi Gupta on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

Except to the extent of their shareholdings, none of the Directors/Key Managerial Personnel of the Company/their relatives, except Mrs. Prachi Gupta, herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution No. 4 to be passed as an ordinary resolution.

**Item No. 5: Regularization of Mr. Rajesh Gupta (DIN: 00006056) as a Managing Director on the Board**

Pursuant to the provisions of Section 161 and 203 of the Companies Act, 2013, read with the Articles of Association of the Company Mr. Rajesh Gupta was appointed as an Additional Director of the Company and after that he was appointed and designated as Managing Director with effect from 2nd May, 2018. As per the Companies Act, 2013, the appointment of Managing Director requires approval of members by way of ordinary resolution.

The Board is of the view that the appointment of Mr. Rajesh Gupta on the Company's Board as Managing Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

The Company has received the consent of Mr. Rajesh Gupta to act as a Managing Director of the Company. The remuneration and other terms and conditions of Mr. Rajesh Gupta appointment as Chairman cum Managing Director are set out herein below are subject to your approval:

Except to the extent of their shareholdings, none of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rajesh Gupta himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution No. 5 to be passed as an ordinary resolution.

**Terms & Conditions of Appointment:**

**A. Period of Appointment**

5 years w.e.f. 2nd May 2018 with the liberty to either party to terminate the appointment on one months' notice in writing to the other or eligible for re-appointment.

**B. Remuneration**

Rs. 50,000/- per month (Rupees Fifty thousand only) with such increments as the Board and Nomination & Remuneration Committee may decide from time to time.

**C. Other terms & Conditions**

i. Annual remuneration review is effective 1st April each year, as per the Nomination & Remuneration policy of the Company.



*Mohit Chautan*

ii. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

iii. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

iv. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rajesh Gupta in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.

v. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.

vi. Mr. Rajesh Gupta shall be liable to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Rajesh Gupta functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**D. Maintenance of secrecy about Company's Business Information**

You shall not divulge or part with any information regarding the business of the Company to anyone during the tenure of your services to the Company or at any time thereafter. In case of your writing or contributing any article or review in any book, magazine, periodical or newspaper using the company's data or research bank, which is the company's data or research bank, which is the company's intellectual property, you shall seek prior written permission of the management of the Company.

**E. General**

You shall be subject to the various rules, regulations, administrative policies and other policies of the Company as may be in force from time to time. The Management has absolute power and right to cease or to modify/review the rules, regulations and the said policies from time to time with or without any intimation to you.

**Item No. 6: Approval of Remuneration of Managing Director under Section 197 of the Companies Act, 2013**

As per section 197 of the Companies Act 2013 and subject to the provision of Schedule (V) and such other approval as may be required in that behalf, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together;

However, the company in general meeting may with the approval of the shareholders authorize the payment of remuneration exceeding 5% of the net profit of the company or 10% as the case may be subject to the provision of Schedule (V) of Companies Act 2013.

The Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 2<sup>nd</sup> May, 2018 have approved the remuneration of Mr. Rajesh Gupta as Managing Director of the Company which is in excess of the limits as prescribed under the Act in view of the inadequate profits in the financial year 2017-18. Such remuneration as approved in the said resolution as minimum



*Mohit Chaudhary*

remuneration in case Company has no profits or the profits of the Company are inadequate during any financial years during the remaining tenure of appointment Mr. Rajesh Gupta as Managing Director.

Approval of the members by way of Ordinary resolution is sought for managerial remuneration in case of inadequate or no profit.

The Directors therefore, recommends the Ordinary Resolution set forth in Item No.6 of the Notice for approval of the shareholders.

Except to their extent of shareholding, none of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rajesh Gupta himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

Sl. No.	Particulars	Details			
<b>I. GENERAL INFORMATION</b>					
1.	Nature of Industry	Non Banking Financial Company registered with RBI			
2.	Date or expected date of commencement of production	Operations commenced in the year 1983.			
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A			
4.	Financial performance based on given indicators:	<b>Standalone Results</b>	<b>Financial</b>	<b>Consolidated Financial Results</b>	
		<b>2017-18</b>	<b>2016-17</b>	<b>2017-18</b>	<b>*2016-17</b>
	Profit (Loss) after Tax	10,99,359	13,97,211	1,35,78,170	—
	Net Worth	20,06,45,702	3,47,76,118	23,11,50,179	—
	Earnings per Share	0.31	0.45	3.79	—
	Turnover	42,30,90,850	40,96,24,809	45,94,50,661	—
5.	Foreign investments or collaboration, if any	NIL			
<b>II. INFORMATION ABOUT THE APPOINTEE</b>					
1.	Background Details	Mr. Rajesh Gupta aged 55 Years, holds a graduate degree in the field of Science and Law.			
2.	Past remuneration	Mr. Rajesh Gupta was appointed as Managing Director w.e.f 2 <sup>nd</sup> May, 2018 and draws his salary of Rs 50,000/- p.m from the said date.			
3.	Recognition or awards	N.A			
4.	Job Profile and his suitability	He is having more than 20 years of experience in the fields of Commerce, financing and stock market operations in other Companies. He is having vast experience of Corporate management and possesses all required competencies. His knowledge and experience helps the company in a significant way. Thus, he is ideally suited for the job.			
5.	Remuneration proposed	Rs 50,000/- p.m or such other remuneration increase			

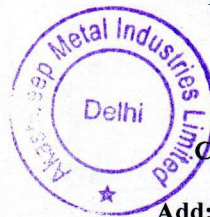


*Mohit Chauras*

		from time to time subject to the provision of Schedule V of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	The current remuneration being paid to the Managing Director Mr. Rajesh Gupta (looking at the background, competence and experience) is in line with the remuneration being paid by the Companies of comparable size in the industry in which the Company operates. Considering the background, competence and experience of Mr. Rajesh Gupta term of their remuneration as set out in the resolution are considered to be fair, just and reasonable.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Besides remuneration paid to him as Managing Director and as a shareholder to the extent of his shareholding, Mr. Rajesh Gupta does not have any pecuniary relationship with the Company. He is also relative of the Director of the Company.
<b>III. OTHER INFORMATION</b>		
1.	Reasons of loss or inadequate profits	Due to change in the management and control of the Company and due to increase in various other expenses the profits of the Company got reduced.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing on strengthening the business operations. The Company has also undertaken stringent cost actions and continues to curtail avoidable costs. Also the management continues to explore avenues to increase revenues through judicious investments in capabilities.
3.	Expected increase in productivity and profits in measurable terms	The Company has earned the net profit of Rs 10,99,359 during the financial year ended 31st March, 2018 and Company is expected to do well in the subsequent year.

\* Anmol Financial Services Limited became wholly owned subsidiary of the Company w.e.f 27<sup>th</sup> February, 2018 hence there is no consolidated financial result for the F.Y 2016-17.

By the order of the Board  
For Akashdeep Metal Industries Limited



*Mohit Chauhan*

Mohit Chauhan

Company Secretary & Compliance officer

M.No.: A53839

Add: 339, Banshidhar Chowk, Jahangirabad,  
Bulandshahr(Distt.), Uttar Pradesh - 203394

Date: September 01, 2018  
Place: Delhi

Annexure to the Notice

Information of Director(s) seeking appointment or re-appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI and Regulation 36 of SEBI (LODR) 2015 as on the date of the Notice

Name of the Director	Mr. Yash Pal Gupta	Mrs. Prachi Gupta	Mr. Rajesh Gupta
Director Identification Number (DIN)	00013872	08118203	00006056
Father's Name	Late Sh. Gopal Dass	Sh. Gopal Singla	Late Shri Gopal Dass
Date of Birth (Age in years)	30/08/1955 (63 years)	26/07/1990 (28 years)	07/11/1963 ( 55 Years)
Original date of appointment	02/05/2018	02/05/2018	02/05/2018
Qualifications	Graduate	Postgraduate	L.L.B
Experience and expertise in specific functional area	More than 21 years of experience in the field of Stock broking and other financial services.	N.A	More than 21 years of experience in the field of Financing and stock broking
Terms and conditions of re-appointment and Remuneration	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy	As per the Nomination and Remuneration Policy and Letter of Appointment
Remuneration last drawn	NIL	NIL	50,000/-Per Month
No. of Board meetings attended during the year	NIL (As appointed on 02/05/2018)	NIL (As appointed on 02/05/2018)	NIL(As appointed on 02/05/2018)
Relationship with other Directors or KMPs	Brother of Mr. Rajesh Gupta, Managing Director of the company.	Daughter- in -law of Mr. Rajesh Gupta, Managing Director of the company.	Brother of Mr. Yash Pal Gupta, Director of the Company
Directorship in other Entities	1. Windpipe Finvest Private Limited 2. Algowire Systems Private Limited 3. Anmol Financial Services Limited	None	1. Windpipe Finvest Private Limited 2. Anmol Financial Services Limited 3. Share India Securities (IFSC) Private Limited 4. Ever-Style Services Private Limited 5. Share India Commodity Brokers Private Limited



*Mohit Chautars*

<b>Directorship in other listed Entities</b>	1. Share India Securities Limited.		1. Share India Securities Limited.
<b>Membership/Chairmanship of committees in public limited companies</b>	Share India Securities Limited. (Membership of Nomination and Remuneration Committee and Stakeholders Relationship Committee)	None	None
<b>Shareholding in the Company</b>	7.38%	0.69%	3.61%

By the order of the Board  
For Akashdeep Metal Industries Limited



*Mohit Chauhan*

**Mohit Chauhan**  
Company Secretary & Compliance officer  
M.No.: A53839

Add: 339, Banshidhar Chowk, Jahangirabad,  
Bulandshahr(Distt.),  
Uttar Pradesh - 203394

Date: September 01, 2018  
Place: Delhi

## **Akashdeep Metal Industries Limited**

CIN: L28998DL1983PLC017150

Regd. Office: 14, Dayanand Vihar, Backside Ground Floor, Vikas Marg Extn., Delhi - 110092

Tel: +91-11-43011038

Website: www.akashdeepmetal.in; Email: info.akashdeep14@gmail.com

### **ELECTRONIC VOTING PARTICULARS**

<b>EVEN (Electronic Voting Events Number)</b>	<b>Password</b>	<b>User ID</b>
109288		

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>From 9.00 a.m. (IST) on Wednesday, 26<sup>th</sup> September 2018</b>
<b>End of e-voting</b>	<b>Upto 5.00 p.m. (IST) on Friday, 28<sup>th</sup> September 2018</b>

The cut-off date for the purpose of e-voting is Saturday, 22<sup>nd</sup> September 2018

-----**TEAR HERE**-----

## **Akashdeep Metal Industries Limited**

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Tel: +91-11-43011038

Website: www.akashdeepmetal.in; Email: info.akashdeep14@gmail.com

### **ATTENDANCE SLIP**

Name of the Member (In Block Letter)	
Address	
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	
Folio No.*	
DP ID	
Client ID	
No. of Shares held	

*\*Applicable in case of shares held in Physical Form.*

I/We hereby record my/our presence at the **34<sup>th</sup> Annual General Meeting** of the Members of the Company to be held on **Saturday, 29<sup>th</sup> September 2018 at 04:00 p.m** at 14, Dayanand Vihar, Delhi - 110092.



Name of the Member	Signature
Name of the Proxy holder	Signature

**Note:**

1.	Members are requested to complete this attendance slip and hand it over at the entrance of the hall.
2.	Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
3.	Members and proxy holders may please carry photo ID card for identification/ verification purposes.
4.	The Proxy, to be effective should be deposited at the Registered Office of the Company not less than <b>FORTY EIGHT HOURS</b> before the commencement of the meeting.
5.	A Proxy need not be a member of the Company.
6.	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
7.	The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
8.	No gifts/coupons will be distributed at the Annual General 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]*

**Akashdeep Metal Industries Limited**

CIN: L28998DL1983PLC017150

Regd. Office: 14, Dayanand Vihar, Backside Ground Floor, Vikas Marg Extn., Delhi - 110092

Tel: +91-11-43011038

Website: www.akashdeepmetal.in; Email: info.akashdeep14@gmail.com

Name of the Member(s):		
Registered Address:		
E-mail Id:	Folio No./Client ID:	DP ID:

I/We, being the member(s) of \_\_ shares of the above named company. Hereby appoint:

Name:	E-mail Id:
Address:	
Signature:	or failing him/her

Name:	E-mail Id:
Address:	
Signature:	or failing him/her

Name:	E-mail Id:
Address:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34<sup>th</sup> Annual General Meeting** of the Company, to be held on **29<sup>th</sup> September 2018 at 04:00 p.m** at 14, Dayanand Vihar, Delhi - 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution(s)	*Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Auditors' and Directors' thereon.		
<b>Special Business:</b>			
2.	To Appoint M/s. T.K Gupta & Associates as Statutory Auditor of the Company to fill the casual vacancy		
3.	To Regularise Mr. Yash Pal Gupta as Director of the Company		
4.	To Regularise Mrs. Prachi Gupta as Director of the Company		

5.	To Regularise Mr. Rajesh Gupta as a Managing Director of the Company		
6.	To approve the Remuneration of Managing Director under Section 197 and 198 of the Companies Act,2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the member

Signature of the Proxy Holder(s)

Affix Re. 1/- Revenue Stamp
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**NOTE:**

1.	This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2.	For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 34 <sup>th</sup> Annual General Meeting.
3. *	It is optional to put "X" in the appropriate column against the Resolution indicated in the Box. If you leave the "For" and "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.
4.	Please complete all details including detail of member(s) in above box before submission.

**ROUTE MAP OF VENUE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING OF AKASHDEEP METAL INDUSTRIES LIMITED TO BE HELD AT 14, DAYANAND VIHAR, DELHI-110092**

