

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of Shree Mahavir Metalcraft Private Limited will be held on Friday, the 29th September, 2023 at 10.40 a.m. through Video Conference in compliance of the applicable provisions of the Companies Act, 2013, General Circular No. 14/2020 dated April 8, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs.

The details for accessing and participating in the meeting through video conference will be shared on your email id.

The designated email address of Shree Mahavir Metalcraft Private Limited is amit.athalye@assaabloy.com for the members to convey their votes, when a poll is required to be taken during the meeting on any resolution. The helpline number for members who need assistance with the technical difficulties related to video conferencing is +919890938415

The following items of business shall be transacted at the Annual General Meeting:

ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the year ended 31st March, 2023 and the report of the Auditors and Directors, thereon.

“RESOLVED THAT pursuant to Section 129 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 and Section 134 read with other applicable rules and regulations the Standalone Financial Statements together with all the annexure as referred therein and Reports of the Directors’ and Auditor’s thereon for the year ended 31st March 2023 as placed before this meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to authenticate and digitally sign and file necessary eForms with the Registrar of Companies, and also to do such other acts, deeds and things as may be necessary for giving effect to this resolution.”

SPECIAL BUSINESS:**2. APPOINTMENT OF MR. RAKESH SINGH AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 (‘Act’) and the Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Rakesh Singh, having Directors Identification Number (DIN) 10178408, who was appointed by the Board as an Additional Director with effect from 29th May, 2023 and in terms of Section 161(1) of the Companies Act, 2013 who holds the office upto the date of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would act as Professional Non-Executive Director of the Company.”

For and on Behalf of the Board of Directors of
Shree Mahavir Metalcraft Private Limited

Amit Anand Athalye
Director
DIN: 09184481

Date: 29.09.2023
Place: Pune

Add: C/O, Flat No 1104, M Building, Msr Queenstown,
Udyognagar, Opp. Chinchwad Railway Station, Chinchwad,
Chinchwadgaon, Pune- 411033, MaharashtraPune - 411048

NOTES:

- (a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 28th December, 2022 read with circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022 and 28th December, 2022 (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
- (b) Members are requested to notify changes (if any, in their address, email id., nominations etc.) in their address if any to the Company.
- (c) Notice of the AGM and the annual report for the F.Y. 2022-23 are being sent electronically to the Members whose email i.ds are registered with the Company unless any Member has requested for a physical copy of the same.
- (d) The deemed venue for e-AGM shall be the Registered Office of the Company.
- (e) Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (f) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- (g) Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- (h) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- (i) In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC on their behalf and participate there, including cast votes by electronic means.
- (j) The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
- (k) The Company has been maintaining the statutory registers at its registered office.

- (l) In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member from during the continuance of the meeting.
- (m) Members who need technical assistance before or during the e-AGM can contact at amit.athalye@assaabloy.com

Instructions for attending/joining the e-AGM: _

Members will be able to attend the e-AGM through VC/OAVM by following procedure:

1. The link for e-AGM will be made available on the Email Id of the shareholders as registered with the company. Enter the login credentials i.e. User ID and password mentioned in your email. After entering the details appropriately, click on LOGIN.
2. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
3. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on amit.athalye@assaabloy.com. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
4. Members are encouraged to join the meeting through Laptops for better experience.
5. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
6. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER:

Item No. 2:

Appointment of Mr. Rakesh Singh as Director of the Company:

The Board of Directors of the Company, at their meeting held on 29th May, 2023 had appointed Mr. Rakesh Singh having Directors Identification Number (DIN) 10178408 as an Additional Director of the Company with effect from 29th May, 2023, who holds the office upto the date of this Annual General Meeting. Under Section 161(1) of the Companies Act, 2013 Mr. Rakesh Singh holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Rakesh Singh as a Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Rakesh Singh, in terms of Section 152 of the Companies Act, 2013 as set out in the proposed resolution under item no. 2 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Rakesh Singh.

Details of Mr. Rakesh Singh as required as per Secretarial Standard 2 (SS-2):

Sr. No.	Particulars	Details
1.	Name of the Director	Mr. Rakesh Singh
2.	Designation	Director
3.	Age	44 years
4.	Qualifications	B.Tech
5.	Experience	21 years
6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letter
7.	Details of remuneration sought to be paid	Nil
8.	Remuneration last drawn	Nil
9.	Date of first appointment on the Board	29 th May, 2023
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
12.	The number of meetings of the Board attended during the year.	1
13.	Other Directorships, Membership/Chairmanship of Committees of	Nil

	other Boards	
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Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i. To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil except Mr. Rakesh Singh, as a Director of the Company
ii. To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii. Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv. Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Annual General Meeting.

For and on Behalf of the Board of Directors of
Shree Mahavir Metalcraft Private Limited

Amit Anand Athalye
Director
DIN: 09184481

Date: 29.09.2023
Place: Pune

Add: C/O, Flat No 1104, M Building, Msr Queenstown,
Udyognagar, Opp. Chinchwad Railway Station, Chinchwad,
Chinchwadgaon, Pune- 411033, Maharashtra Pune - 411048