

Anugraha Valve Castings Limited

29th Annual Report

NOTICE

Notice is hereby given that the **Twenty-Ninth Annual General Meeting** of the shareholders of the Company will be held at **10.45 AM on Saturday, the 25th day of September, 2021** at **Anugraha Valve Castings Limited - Unit II, S.F. No.391/1, 394/1D, 394/2, Sengoda Gounden Pudur, Arasur Village, Coimbatore - 641 407** to transact the following business.

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021 TOGETHER WITH DIRECTORS' REPORT AND AUDITOR'S REPORT THEREON.
2. DECLARATION OF DIVIDEND
3. RE-APPOINTMENT OF SHRI RAMNATH DUREJA [DIN: 00005183], NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS

4. TO APPOINT SHRI L. KAMESH [DIN: 09072891] AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and grant approval for appointment of Shri L. Kamesh as Non-Executive Independent Director of the Company as detailed hereunder, 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, Section 152, Section 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with 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 the provisions of Articles of Association of the Company, as recommended by Nomination and Remuneration committee Shri L. Kamesh [DIN : 09072891], [appointed as Additional Director [in the category of Non-Executive Independent Director] by the Board of Directors vide their meeting held on 27th February 2021], approval of the members, be and is hereby accorded appointing, as the Non-Executive Independent Director of the Company, for a period of five years commencing from 27th February 2021 to 27th February 2026 [first term], not being liable to retire by rotation."

By Order of the Board



R. BASKARAN

Chairman & Managing Director

DIN: 00002341

Place: Coimbatore

Date: 27th August 2021

NOTES**I. INSTRUCTIONS FOR PARTICIPATING IN 29TH ANNUAL GENERAL MEETING**

- (1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Ministry of Corporate Affairs (MCA) General Circular No.20/2020 dated 05th May 2020, issued by the Ministry of Corporate Affairs. In order to conduct the meeting through physical attendance of the Members at the Annual General Meeting ["AGM"] venue, we have obtained approval from the local authorities - Head/Executive Officer of Arasur Village Panchayat vide their letter dated 25th August' 2021. The Company shall ensure that social distancing norms and other safety measures are duly complied with at the time of meeting. We request the members to kindly cooperate with us to complete the formalities in this regard while attending the meeting. Route map to reach the venue of the meeting forms part of this report as **ANNEXURE I**.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least **forty-eight hours** before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
- (3) Corporate Members, intending to send their authorized representative, are requested to send certified true copy of the Board Resolution authorizing their representatives to attend, vote at the AGM.
- (4) In case of Joint Holders, the joint holder who is higher in the order of names will be entitled to vote.
- (5) Members / Proxies / Authorized representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM. Proxy Form along with Attendance slip forms part of this report as **ANNEXURE II & ANNEXURE III** respectively.
- (6) The Members will be allowed to pose questions during the course of the Meeting. The members are however requested to send their **queries in advance** on or before **20th September 2021** to **secretarial@anugrahavalve.com** so that they can be taken up at the meeting. Please note that opportunity to raise questions will be granted subject to availability of time at the meeting.
- (7) Those members who wish to be a **SPEAKER** at the meeting shall send the request in this regard to email id - **secretarial@anugrahavalve.com** on or before **20th September 2021**.
- (8) Notice of the meeting along with Annual Report have been sent by e-mail to the shareholders of the Company. Those shareholders who have not submitted their email ids shall receive the Annual reports through Post. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2020-21 will be available on the Company's website at the weblink: [http://anugrahavalvecastings.com/annual report/](http://anugrahavalvecastings.com/annual%20report/).
- (9) Register of Members, Register of Contract, Register of Director, Key Managerial Personnel and their shareholding, Register of Proxy shall be available for inspection at the venue during the meeting.
 - i. Only those members of the company who are holding shares either in physical form or in dematerialized form, as on the cut-off date [Monday, 20th September 2021] will be eligible to attend and exercise vote at the meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - ii. Members may note the helpline number of company – Mr.P. SenthilKumar, Sr.Manager – Accounts - 9585540962, available for them to contact for any clarification for registering of their email or for registering to vote.

II. TRANSFERS OF UNPAID AMOUNTS & SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 125 of the Companies Act, 2013 unclaimed dividends up to the Financial Year ended 31st March 2013 and shares thereto, have been transferred to the Investor Education and Protection Fund (IEPF). In terms of the Companies Act, 2013, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account and shares in relation thereto are required to be transferred to the IEPF. Members shall not be able to claim any unpaid or unclaimed dividend transferred to IEPF from the Company thereafter. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. The company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 26th November 2020 on the website of the company at the web-link <http://www.anugraha-valve-castings.com/wp-content/uploads/2020/08/List-of-Shares-to-IEPF-2013-14.pdf>. The Company has also uploaded details of shares transferred to IEPF pertaining to financial year 2012-13 and the list of shareholders is available at the link <http://www.anugraha-valve-castings.com/iepf/>. These details are also available on the website of the Ministry of Corporate Affairs at the web-link: www.iepf.gov.in.

III. INFORMATION TO SHAREHOLDERS

1. Members who have not en-cashed their dividend warrants towards the Dividend for the year ended 31st March 2014 or thereafter are requested to write to the Company.
2. Members are requested to note that the Unclaimed Dividend for the year ended 31st March 2014 declared at the Annual General Meeting held in 19th September 2015 is due to be transferred to the IEPF on 31st October 2021.
3. The Company has extended the facility of electronic credit of dividend, whenever declared, directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Real Time Gross Settlement (RTGS)/Direct Credit, etc. In the absence of electronic credit facility, the Company will issue cheques for distribution of declared dividend, if any. Members who wish to change such bank account details are therefore requested to advise the Company/RTA/DP about such change, with complete details of bank account.

IV. DEMATERIALISATION OF SHARES

1. Members holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares [ISIN: INE629Z01015]. If any and consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names with the Company/RTA/DP. As at 31st March 2021, 91.04% of the total equity capital of the Company was held in dematerialised form with NSDL and CDSL.

To seek guidance about the dematerialization procedure, members are requested to send e-mail to the Company/RTA at e-mail: info@skdc-consultants.com, green@skdc-consultants.com.

2. The Members may also visit the website of the Depositories viz. (i) NSDL at the web-link: <https://nsdl.co.in/faqs/faq.php> or (ii) CDSL at the web-link: <https://www.cdslindia.com/investors/open-demat.aspx>, for understanding the dematerialisation process.
3. Members are requested to please quote their folio numbers/Client ID and DP ID in all correspondences to the Company or RTA or Depository Participants.
4. As an Annexure to the Annual Report [ANNEXURE NO. IV], a form is being attached to all shareholders holding shares in physical/demat form who have not provided their email ids to the company requesting for updation of email id, Permanent Account Number and Bank account details, change in registered address along with documentary proof. Notice of Annual General Meeting along with annexures thereto and instructions for participation shall then be sent to such shareholders upon receipt of these details by email. Members may contact the RTA in case of any queries relating to their shares.

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5. Every member, being an individual has a right to nominate any nominee of his choice. Members are requested to write to the registered office of the company or to the RTA for more information on nomination facility and/or to get a copy of Nomination form.

V. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 20th September 2021 to Saturday, 25th September 2021 (both days inclusive). The members eligible for participation in the meeting shall be as per those registered in the Register of Members maintained by the company or by the Depository Participant/Registrar and Share transfer agent of the company as at "cut-off date" being 25th September 2021.

Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.

Place: Coimbatore

Date: 27th August 2021

For and on behalf of the Board,



R. BASKARAN

Chairman & Managing Director

DIN: 00002341

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Shri L. Kamesh [DIN: 09072891], was appointed as the Additional Director [in the category of Non-Executive Independent Director] of the Company in its Board Meeting held on 27th February 2021 with effect from 27th February 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 44 of the Articles of Association of the Company. He holds office up to the date of this Annual General Meeting. Nomination and Remuneration Committee of the Board proposed his candidature for the office of Independent Director of the Company as per the provisions of the Companies Act, 2013.

The Brief Profile of Shri L. Kamesh is set out here. He has completed B.Com, FCA, Grad. CWA. He is not holding directorship in any other company. He is Partner of S. Lakshminarayanan Associates, Chartered Accountants Coimbatore.

Shri L. Kamesh has furnished the consent for his appointment and declarations as required under the Act, Rules made thereunder. He has confirmed that there are no disciplinary or legal proceedings initiated or pending against him. The Nomination and Remuneration Committee at its meeting held on 27th February 2021 made the due diligence of declaration and undertaking and scrutinized the profile submitted by him and have found him to be fully qualified to hold the position as Independent Director of the Company, and therefore recommended his appointment to the Board of Directors. Based on the declaration received from him that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013, the Board is of the opinion that he fulfils the conditions for appointment as an Independent Director of the Company and is independent of the management.

Your Directors therefore, recommend the appointment of Shri L. Kamesh [DIN: 09072891], as a Non- Executive Independent Director of the Company, from 27th February 2021 to 27th February 2026 [first term], not liable to retire by rotation, as set forth in Item No. 4 of this Notice.

Except Shri L. Kamesh none of the other Directors are, in any way, concerned or interested in the resolution.

For and on behalf of the Board



R. BASKARAN

Chairman & Managing Director

DIN: 00002341

Place: Coimbatore

Date: 27th August 2021