

# **BCC FUBA INDIA LIMITED**

33<sup>RD</sup>  
**ANNUAL REPORT**  
2018-19

**BCC**  
**fuba**

**Printed Circuits**

**BCC FUBA INDIA LIMITED**  
**33<sup>rd</sup> Annual Report****BOARD OF DIRECTORS**

1.	MR. CHANDAR VIR SINGH JUNEJA	CHAIRPERSON & INDEPENDENT DIRECTOR
2.	MR. PARMOD KUMAR GUPTA	NON EXECUTIVE DIRECTOR
3.	MR. VISHAL TAYAL	NON EXECUTIVE DIRECTOR
4.	MS. MONA TAYAL	NON EXECUTIVE DIRECTOR
5.	MRS. RICHA BANSALI	INDEPENDENT DIRECTOR
6.	*MR. HARUN RASHID ANSARI	INDEPENDENT DIRECTOR
7.	MR. ABHINAV BHARDWAJ	EXECUTIVE DIRECTOR
8.	MR. ANURAG GUPTA	NON EXECUTIVE DIRECTOR
9.	MR. HARI DATT JANGID	INDEPENDENT DIRECTOR

**AUDITORS****RAJESH K GOEL & ASSOCIATES**

Chartered Accountants  
108-109, Prerna Complex,  
B-3, Subhash Chowk, Laxmi Nagar,  
Delhi-110092

**INTERNAL AUDITORS****\*SKSPJ & ASSOCIATES**

Chartered Accountants  
104A, Pocket -A1, Mayur Vihar-III  
New Delhi – 110096

<b>Regd. Office</b>	:	4km., Swarghat Road, Nalagarh-174 101 Distt. Solan, Himachal Pradesh.
<b>Corporate Office</b>	:	E 6, First Floor, Connaught Circus, New Delhi 110001
<b>Share Transfer Agent</b>	:	LINK INTIME INDIA PRIVATE LIMITED Nobel Heights, 1st Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 Phone: 011-41410592-93-94
<b>Secretarial Auditors</b>	:	Bir Shankar & Co. G-3/5 & 6, III Floor, Sector-16, Rohini, New Delhi-110089

\* Resigned w.e.f. 30<sup>th</sup> June, 2019

\* Resigned w.e.f. 27<sup>th</sup> August, 2019 and Mr. Raghav Gujral, Chartered Accountant has been appointed as Internal Auditor by the Board of the Company w.e.f. 28<sup>th</sup> August, 2019.

**NOTICE**

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of **BCC FUBA INDIA LIMITED** will be held on Friday, the 27<sup>th</sup> day of September, 2019 at 9:30 A.M. at the registered office of the Company at 4 Km., Swarghat Road, Nalagarh-174101, District-Solan, Himachal Pradesh to transact the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. **To appoint a Director in place of Mr. Parmod Kumar Gupta (DIN: 06408347), who retires by rotation and being eligible offers himself for re-appointment.**

**"RESOLVED THAT** Mr. Parmod Kumar Gupta (DIN: 06408347), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and Company's Articles of Association be and is hereby reappointed as a Director of the Company."

**SPECIAL BUSINESS**

3. **Appointment of Mr. Abhinav Bhardwaj (DIN 06785065) as Executive 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 the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactment thereof) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Abhinav Bhardwaj (**DIN: 06785065**), who was appointed as an Additional Director in the meeting of the Board of Directors held on 31<sup>st</sup> July, 2019 and whose term expires at the ensuing 33<sup>rd</sup> Annual General Meeting of the Company, be and is hereby appointed as Executive Director of the Company, whose office shall be liable to retire by rotation"

4. **Appointment of Mr. Anurag Gupta (DIN 03629487) as Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactment thereof) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee, Mr. Anurag Gupta (**DIN: 03629487**), who was appointed as an Additional Director in the meeting of the Board of Directors held on 31<sup>st</sup> July, 2019 and whose term expires at the ensuing 33<sup>rd</sup> Annual General Meeting of the Company, be and is hereby appointed as Non- Executive Director of the Company, whose office shall be liable to retire by rotation."

5. **Appointment of Mr. Hari Datt Jangid (DIN 08542843) as Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Mr. Hari Datt Jangid (**DIN 08542843**), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company in the meeting of the Board of Directors held on 28<sup>th</sup> August, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who have made a declaration that he meets with criteria of independence as mentioned under regulation 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office as such for the period of five consecutive years up to 27<sup>th</sup> August, 2024, whose office shall not be liable to retire by rotation."

**6. Approval of Sale or Transfer or Disposal of Transformer Division of the Company**

To consider and thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to sell or transfer or otherwise dispose of the undertaking, namely ‘Transformer Division’ together with all assets and liabilities including the fixed assets such as land, Building, Plant & Machinery & other assets of the Transformer division at Plot No. 57, Ecotech 12, Greater Noida West, Uttar Pradesh-201306 and certain identified assets of the Company which are specific to the Transformer division, at a value as may determined and agreed among the Board of the Directors of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to Sale of the Transformer Division as aforesaid.”

**For B C C Fuba India Limited**

**Date: 28.08.2019**

**Sd/-  
Parmod Kumar Gupta  
Director  
DIN: 06408347**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2019 to Friday, 27<sup>th</sup> September, 2019 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Members holding shares in dematerialization form are hereby informed that the Company or its Registrar cannot act on any request received directly from the Members holding shares in dematerialization form for any change in bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
5. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime India Private Limited, Registrar and Transfer Agent/ Investor Service Department of the Company immediately.
6. In accordance with the Articles of Association of the Company, all Directors shall retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. As per the provisions of the Companies Act, 2013, Independent Directors are appointed for a term up to five consecutive years and are not liable to retire by rotation.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company [www.bccfuba.com](http://www.bccfuba.com) to M/s. Link Intime India Private Limited or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
9. Pursuant to Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by way of electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 20<sup>th</sup> September, 2019, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 A.M. on Tuesday, 24<sup>th</sup> September, 2019 and will end at 5.00 P.M. on Thursday, 26<sup>th</sup> September, 2019. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Naresh Samkaria, Partner of Samkaria & Associates, Practicing Chartered Accountant, to act as the Scrutinizer,

to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

### **PROCEDURE FOR REMOTE E-VOTING**

#### **EVENT NUMBER 190209**

The instructions for shareholders voting electronically are as under:

1. The voting period begins Tuesday, 24<sup>th</sup> September, 2019 at 9:00 A.M. and ends on Thursday, 26<sup>th</sup> September, 2019 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. **Log-In To E-Voting Website of Link Intime India Private Limited (LIPL)**
  - i. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
  - ii. Click on "Login" tab, available under 'Shareholders' section.
  - iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
  - iv. Your User ID details are given below
    - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
    - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
    - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
  - v. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

#### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered

e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Cast your vote electronically**

- i. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- ii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- iii. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
- iv. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- v. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- vi. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- viii. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative (s) in PDF format in the ‘Custodian/ Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**For B C C Fuba India Limited**

**Date: 28.08.2019**

**Sd/-  
Parmod Kumar Gupta  
Director  
DIN: 06408347**

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to 6 of the accompanying Notice:

**Item No. 3: Appointment of Mr. Abhinav Bhardwaj as an Executive Director of the Company**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration committee at its meeting held on 31<sup>st</sup> July, 2019 had approved and appointed Mr. Abhinav Bhardwaj as an Additional Director of the Company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting. The Board of Director of the Company has verified that Mr. Abhinav Bhardwaj is not debarred from holding the office of director pursuant to any SEBI order.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed that Mr. Abhinav Bhardwaj be appointed as Executive Director on the Board, whose office is liable to retire by rotation. Hence, the approval of shareholders is being sought to confirm his directorship and to appoint him as an Executive Director of the Company.

The Terms of Appointment and Remuneration of Mr. Abhinav Bhardwaj has been considered and approved by the Nomination and Remuneration Committee with consultation of Board of Directors of the Company.

Mr. Abhinav Bhardwaj had given his consent to act as a Director along with declaration in Form DIR-8 that he is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

**Brief Profile of Director**

Mr. Abhinav Bhardwaj born in 1991, he is a Qualified Chartered Accountant and has a diverse experience in the area of taxation, finance & accounting in the short span of 5 years. He has been associated with many renowned groups which includes KPMG India, Ernst & Young LLP, S.R. Batliboi & Associates LLP, Chartered Accountants.

Keeping in view this, The Board considered that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Abhinav Bhardwaj as an Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Abhinav Bhardwaj as an Executive Director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Abhinav Bhardwaj as an Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

**Item No. 4: Appointment of Mr. Anurag Gupta as a Non- Executive Director of the Company**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration committee at its meeting held on 31<sup>st</sup> July, 2019 had approved and appointed Mr. Anurag Gupta as an Additional Director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting. The Board of Director of the Company has verified that the Mr. Anurag Gupta is not debarred from holding the office of director pursuant to any SEBI order.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed that Mr. Anurag Gupta be appointed as Non- Executive Director on the Board, whose office is liable to retire by rotation. Hence, the approval of shareholders is being sought to confirm his directorship and to appoint him as a Non- Executive Director of the Company.

Mr. Anurag Gupta had given his consent to act as a Director along with declaration in Form DIR-8 that he is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

**Brief Profile of Director**

Mr. Anurag Gupta born in 1975, he possess Executive Masters Degree in International Business and B E (Industrial Engineering & Mgmt). He is an astute & result oriented Entrepreneur, Management Graduate/ Industrial Engineer with over 19 years of experience in Project Designing & Setup, Managing Business as a profit Center with defined deliverables, Business Development, Marketing, Sales & Distribution of Engineering products in OEM and replacement market.

Keeping in view this, The Board considered that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anurag Gupta as a Non- Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anurag Gupta as a Non- Executive Director, for approval by the shareholders of the Company.



Copy of the draft letter for appointment of Mr. Anurag Gupta as a Non- Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

**Item No. 5 Appointment of Hari Datt Jangid (DIN 08542843) as Independent Director of the Company**

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> August, 2019 had approved the recommendation of Nomination and Remuneration committee and appointed Mr. Hari Datt Jangid as an Additional Director of the company in accordance with the provision of section 161 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting and the approval of shareholders is being sought to confirm his directorship and to appoint him as Non-Executive Independent Director of the Company.

The Board is of the view that the association of Mr. Hari Datt Jangid would benefit the Company, given the knowledge, and experience of Mr. Jangid. The Company has received the consent to act as a Director along with the declaration in Form DIR-8 that he is not disqualified from being as a Director under section 164 of the Company Act, 2013. The Company has also received Declaration from Mr. Hari Datt Jangid that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Hari Datt Jangid fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company.

Mr. Hari Datt Jangid does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Hari Datt Jangid and his relatives are not interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

**Brief Profile of Director**

Mr. Hari Datt Jangid was born in 1973. He completed his Masters from MDU Rohtak (Haryana). Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Hari Datt Jangid be appointed as a Non-Executive Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Additional information in respect of Mr. Abhinav Bhardwaj, Mr. Anurag Gupta & Mr. Hari Datt Jangid pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure A** to this Notice.

**Item No. 6 Approval of Sale or Transfer or Disposal of Transformer Division of the Company**

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell or transfer or transfer or otherwise dispose of the undertaking, namely 'Transformer Division' together with all assets and liabilities including the Fixed assets including land and Building Plants & Machinery & other assets of Transformer division at Plot No. 57, Ecotech 12, Greater Noida West, Uttar Pradesh-201306 of the Company and certain identified assets which are specific to the manufacture at a fair value.

**ANNEXURE A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 27, 2019**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of Directors</b>	<b>Mr. Abhinav Bhardwaj</b>	<b>Mr. Anurag Gupta</b>	<b>Mr. Hari Dutt Jangid</b>
<b>Date of Birth</b>	18/12/1991	13/04/1975	30/03/1973
<b>Age</b>	27 years	44 years	46 years
<b>DIN</b>	06785065	03629487	08542843
<b>PAN</b>	AVUPB7725N	AGXPG3253G	AEWPJ0527M
<b>Date of Appointment</b>	31/07/2019	31/07/2019	28/08/2019
<b>Qualifications</b>	Chartered Accountant	B E & Executive Masters	MBA & Diploma in Industrial and Personnel Management
<b>Expertise in Specific functional area</b>	taxation, finance & accounting	Project Designing & Setup, Business management, Business Development, Marketing, Sales & Distribution of Engineering products in OEM and replacement market	Quality systems, Product development, Supply chain and Logistics, Revenue generation, MIS Reporting, Project management and Execution, Material Management.
<b>Number of equity shares held in the Company as on March, 2019</b>	5,00,000*	Nil	Nil
<b>Disclosure of Relationship between Directors inter-se</b>	None	None	None
<b>Names of the listed Companies in which person holds directorship as on March 31, 2019</b>	None	None	None
<b>Chairmanship/ Memberships of the Committee of the public limited companies as on March 31, 2019</b>	None	None	None

\* No of Equity Shares are jointly held by Mr. Abhinav Bhardwaj and members of his immediate relatives.