

NOTICE

Notice is hereby given that 34th Annual General Meeting of the Members of Chamak Holdings Limited will be held on Friday , the 28th September, 2018 at 2:30 P.M at the registered office of the company at 55-B, Rama Road Industrial Area, New Delhi-110015, to transact the following businesses:

ORDINARY BUSINESS:-

1. To consider and adopt Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2018.
2. To appoint a Director in place of Mr. Vagish Pathak, (DIN No. 00053041) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s SBD & Co. Chartered Accountants, as the Statutory Auditors and to fix their remuneration.

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 139,142 and other applicable provisions, if any of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 and other applicable Rules , if any framed thereunder , as amended from time to time, pursuant to the Recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 29th Sep.2015 the appointment of M/s SBD & Co, Chartered Accountants, (FRN- 024005N) as the statutory auditor of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company be and is hereby ratified and that the board of directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the audit committee in consultation with the Auditors."

SPECIAL BUSINESS:-

4. To approve the Related Party Contracts/ Arrangements/Transactions of the Company for the Financial Year 2017-18.

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 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force) and provisions of Regulation 23 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the approval/ratification of the shareholders be and is hereby accorded to the Board of Directors for continuing the existing related party transactions for FY 2017-18 with 'Related Parties' as defined under section 2(76) of the Companies Act, 2013 and Regulation 23(1) of SEBI (LODR) Regulation, whether material or not, for the FY 2017-18 as mentioned herein below.

Approval/Ratification of Existing Contracts with Related Parties for the financial year 2017-18

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Sl. NO.	Sec. 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014	The particulars of the transactions During	Transaction Amount (in lakhs.)
1	sale, purchase or supply of any goods or materials;	Synergy Steels Limited	4705.55.00
2	Loan Taken	Subhash C Kathuria	50.00
3	Rent Paid	Subhash C Kathuria	464.00
4	Loan Re-paid	Synergy Global Steels Pvt Ltd	7600.00
5	Loan Re Paid	Katyaini Images (India) Pvt.Ltd.	1900.00

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, and execute such addendum contracts/arrangements/ transactions, documents and writings and make such changes to the terms and conditions of these contracts/arrangements/transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

1. Entering into contract/lease/arrangements/transactions with 'Related Parties' up to Prescribed Limit.

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 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum for the financial year 2018-19 , as mentioned herein below:

Sl. NO.	Sec. 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014	The particulars of the transactions During	Transaction Amount (in lakhs)
1	sale, purchase or supply of any goods or materials;	Synergy Steels Limited	8500.00
2	Loan from Directors	Subhash C Kathuria	1000.00
3	Loan From Directors	Anubhav Kathuria	1000.00

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that

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may arise with regard to any transaction with the related party and execute such addendum contracts/agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Place: New Delhi
Date : 10.08.2018

By order of the Board
For Chamak Holdings Limited

Anubhav Kathuria
Managing Director
DIN NO. 01198916

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. **Proxy Form should be in the format as enclosed.**
3. The Explanatory statement pursuant to section 102 of the Companies Act 2013 setting out material facts concerning the business under item No. 2 , 4 & 5 of the accompanying notice is annexed hereto.
4. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of board resolution authorizing their representative to attend and vote at the Annual general meeting.
5. Members, Proxies and Authorized Representative are requested to bring to the Meeting, the Attendance Slip Enclosed Herewith, duly filled and signed Members who hold Shares in Dematerialized form are requested to bring their Client ID and DP ID for Identification.
6. A route map providing directions to reach the venue of the 34th AGM is provided in the Notice.
7. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) , Brief Profile of the Director Seeking re-appointment at the AGM:
8. All the Documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company during working days between

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12:00 Noon to 3:00 P.M. (barring Sunday and Public Holidays), up to the date of AGM.

9. All the Statutory Registers maintained under Companies Act, 2013 will be available for inspection by the members at the AGM.
10. The Company is conscious of promoting e-governance and green and sustainable environment. Members are requested to update their email address with their Depository Participants to enable the company to send the future correspondences / communication via e-mail.
11. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines as per the format attached.
12. Unclaimed Dividends: Transfer to Investor Education and Protection Fund: Pursuant to Section 124 of the Companies Act, 2013, read with relevant Rules, the unclaimed dividend will be transferred to the Investor Education and Protection Fund after expiry of 7 years from the date of dividend become due for payment
13. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrar and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi – 110020 in case of shares held in physical form/their respective depository Participant in case of shares held in Dematerialised form.
14. Notice of the AGM along with the copies of the Annual Report 2017-18 shall also be available on company's website being: www.chamakhholdings.com.
14. The notice of the AGM along with the copies of the Annual Report 2017-18, instructions for e-voting, attendance slip and proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the company /Depository Participants / Registrar and Transfer Agent for communication purposes, unless a member has requested for a physical copy of the same.
15. Queries proposed to be raised at the Annual General Meeting, may be sent to the Company at its registered office or may be Communicate to Mr. Anubhav Kathuria, Managing Director of the Company, (E-Mail: chamakhholdings@gmail.com) least seven days prior to the date of Meeting to enable the management to compile the relevant information to reply the same in the meeting.
16. Hard copy of the notice along with the copies of the Annual Report 2017-18, instructions for e-voting, attendance slip and proxy form are being sent by the permitted mode to those members who have not registered their email addresses.
17. To Protect the Environment and Disseminate all the Communication promptly, Members who have not registered their E-mail so far are requested to register the same with the DP/RTA for receiving all the communications including Annual Reports, Notices, etc.
18. The Register of Member and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018. (both days inclusive)

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19. The Board of Directors has appointed Mr. Akshit Gupta, Partner, M/s U.S. & Associates Company Secretaries M. No.: 8472 COP: 11408 as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. Member may vote through the Remote E-Voting (please refer to the instruction for E-Voting as attached to the Notice).
21. Any member wishes to update/change his particulars in the records of the company may apply in the prescribed form as attached and forward the same to the Company.
22. E-VOTING

Pursuant to provisions 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (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).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.Chamakholdings.com.

The e-voting period commences on 25.09.2018 (9:00 am) and ends on 27.09.2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 20.09.2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20.09.2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or chamakholdings@gmail.com.

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail cs@sigmalegal.in to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

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

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

The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the 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 three days of the conclusion of the AGM, 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

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

23. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folio / demat accounts.
24. Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period / unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
25. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the Company www.chamakhholdings.com within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Stock exchanges.
26. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/ her vote.

SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING. NO ADDITIONAL COPIES SHALL BE SUPPLIED AT THE VENUE.

Important communication to Shareholders

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance" has allowed paperless compliances by companies, permitting service of all notices/documents including Annual Reports by companies to its shareholders, through electronic mode instead of physical mode. In support of this initiative announced by the MCA, your Company has sent Annual Report for the financial year 2016-17 including the notice of this AGM through e-mail addresses to those shareholders whose e-mail addresses are available with the Depository Participants (DPs). Remaining shareholders holding shares in demat mode as well as in physical mode are again requested to register their e-mail addresses, in respect of their demat holdings through their concerned DPs, and/or send particulars of their e-mail addresses to the Company at its Registered Office, to support the Green Initiative of the Government.

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

ITEM NO. 2.

Profile and other details of Director seeking Re-appointment

MR. VAGISH PATHAK

Mr. Vagish Pathak, aged 59 years, holds Master's Degree in Sociology from Ruhelkhand University. He joined the Company in August, 2010 and has been the Non-Executive Director of the Company since August, 2010. His Knowledge, experience and vision has helped the Company to grow at its present level.

He is an avid social worker, very popular among the masses. He has vast experience in dealing with the Govt. Departments. He had also worked in the Department of Revenue in the Govt. of India for more than 22 years. After VRS, fully involved in manufacturing, mining, trading etc. besides social work.

Mr. Vagish Pathak is an outstanding sports administrator and sports lover. He Is Vice President of Indian Olympic Association and President of Netball Federation of India for last two consecutive terms. He also owns a team 'Mumbai Rockets' in the Premier Badminton League. Consulting editor of magazine "Third World Impact" for many years. He Possesses vast knowledge in the field of Manufacturing, Mining, Energy, Real Estate and has a knack of identifying new businesses. He is a pioneer in using cryogenic technology in food processing.

As on the date of Notice, Mr. Vagish Pathak does not hold directorship in any of the Listed entities other than Chamak Holdings limited. He holds Directorship in many other companies. He is the member of Audit Committee, Nomination and Remuneration Committee and Stakeholder relationship Committee of the Chamak Holdings Limited. He holds 6,13,000 Equity Shares in the Company.

Item No. 4 & 5

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Ordinary Resolution must be obtained.

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind; 4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

The Company had made the above Contracts/Arrangements/Transactions with its Related Parties as mentioned in the resolution. A detail description on the same as set out in form AOC -2 of Board's Report of this Annual Report.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the transaction entered into by the company & the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).