

# **DESHRAKSHAK AUSHDHALAYA LIMITED**

## **36<sup>th</sup> ANNUAL GENERAL MEETING**

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### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

Shri Tosh Kumar Jain  
(Chairman cum Managing Director)

Smt. Monika Jain  
(Director)

Smt. Sudesh Jain  
(Director)

Anjul Agarwal  
(Independent Director)

Shri Arihant Kumar Jain  
(Director)

Sachin Agarwal  
(Independent Director)

Harsh Agarwal  
(Company Secretary)

Amit Kumar Singh  
(Chief Financial Officer)

#### **BANKERS**

State Bank of India  
Punjab National Bank

#### **REGISTRAR & TRANSFER**

M/s Mas Services Limited  
T-34, IInd Floor, Okhla Phase-II  
New Delhi

#### **AUDITORS**

M/s Anil Jain & Co.  
10, Guru Mandal Ashram, Devpura  
Haridwar (Uttaranchal)

#### **REGISTERED OFFICE**

Bhagwant Kuti, Kankhal  
Haridwar-249002 (Uttarakhand)  
Telephone Nos. 01334-243833,  
245877, Fax-245866

**36<sup>TH</sup> Annual General Meeting  
of Desh Rakshak Aushdhalya Limited**

**CIN-L33119UR1981PLC006092**  
**E-mail Id: [deshrakshak@yahoo.com](mailto:deshrakshak@yahoo.com)**

**Date:** 23<sup>rd</sup>, September, 2017

**Time:** 4 P.M.

**Venue:** Bhagwant Kuti, Kankha  
Haridwar-249002 (Uttarakhand)

#### **Plant Location**

Bhagwant Kuti, Kankhal  
Haridwar-249002 (Uttarakhand)

**INVESTOR HELPDESK**  
**01334-243833, 245877, 245866**  
**E-mail: [deshrakshak@yahoo.com](mailto:deshrakshak@yahoo.com)**  
**[www.deshrakshak.in](http://www.deshrakshak.in)**

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## **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of M/s Desh Rakshak Aushdhalaya Limited will be held on Saturday, 23<sup>rd</sup> day of September, 2017 at Bhagwant Kuti, Kankhal, Haridwar Uttarakhand-249002 at 4:00 P.M. to transact the following business:-

### **ORDINARY BUSINESS:**

- 1.To Receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
- 2.To appoint a Director Mrs. Monika Jain (holding DIN: 03403491), who retires by rotation and being eligible offers herself for re-appointment.
- 3.To appoint M/s Sudhanshu Jain & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration and in connection therewith to pass, with without modifications, the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 (1) & (2) and other applicable provisions, if any, of the Companies Act, 2013, M/s Sudhanshu Jain & Associates, Chartered Accountants, (FRN No.: 020964N) be and are hereby appointed as the Statutory Auditors of the company, to hold the office from the conclusion of this Annual general Meeting till the conclusion of the Annual General Meeting will be held in year 2022, at such remuneration as may be fixed in this behalf by the Board of Directors, from time to time and reimbursement of out-of-pocket expenses incurred by them to carry out the audit.

### **SPECIAL BUSINESS**

#### **4.Regularization of Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution a Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Sachin Agarwal, who was appointed as an Additional director on March 23, 2017 by the Board of Directors be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 23<sup>rd</sup> March 2017”.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sachin Agarwal, Independent Director of the Company be paid, sitting fees, within the limits prescribed under the Act and Rules there under and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.”

**RESOLVED FURTHER THAT** Mr. Tosh Kumar Jain, Chairman and Managing Director of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies, Uttar Pradesh and Uttarakhand, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”.

## **5. Reclassification of Promoter's Shareholding Into Public Category**

To consider and approve re-classification of Promoters of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of Company be and is hereby given to reclassify the following persons from “Promoter Category” to “Public Category” since the persons are neither involved in the management nor holds any controlling stake in the Company and also none of aforesaid persons has entered into any Shareholders' Agreement with the Company nor have they got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of the Company:

<b>Name of Person</b>	<b>No. of Equity Shares Held</b>	<b>% of Total Equity Share Capital</b>
Manoj Kumar Jain	2300	0.05
Payal Jain	27900	0.63

**RESOLVED FURTHER THAT** it is hereby confirmed that

- The aforesaid persons do not hold more than 10% of paid-up equity share capital of the Company. In fact, the aggregate shareholding of all of the above 2 persons is only 0.68% of the equity share capital of the Company and the individual shareholding is even lower.
- That the aforesaid persons have not and will continue not to exercise direct or indirect control over the Company,
- That no aforesaid persons have been or would be appointed as key managerial personnel of the Company.
- That no special right were even held and would not be ever held by the above reclassified promoters.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

Place: Haridwar  
Date: 29/08/2017

**For and on behalf of the Board**  
**Desh Rakshak Aushdhalaya Limited**

Sd/-  
**Tosh Kumar Jain**  
Chairman & Managing Director

## **NOTES:**

1. 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.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution as applicable.
3. The Independent Directors have furnished the requisite declarations for their appointment as per Section 149(6) of the Companies Act, 2013.
4. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
5. Members may also note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website [www.deshrakshak.in](http://www.deshrakshak.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Haridwar for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [deshrakshak@yahoo.com](mailto:deshrakshak@yahoo.com)
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Sunday, up to and including the date of the Annual General Meeting of the Company.
7. The Register of Members and Share Transfer Books of the company will remain closed from 17<sup>th</sup> Day of September 2017 to 23<sup>rd</sup> Day of September 2017 (both days inclusive)
8. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print these details on the dividend warrants; and (b) change in their address, if any, with pin code number.

9. The following information to be incorporated on the dividend warrants may be furnished.
- i) Name of Sole/First joint holder and the folio number.
  - ii) Particulars of Bank Account, viz.
  - iii) Name of the Bank
  - iv) Name of the Branch
  - v) Complete address of the Bank with Pin Code number
  - vi) Bank Account Number allotted by the Bank and nature of the Account (Savings/Current etc.)
10. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
12. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
13. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 15<sup>th</sup> September, 2017.
14. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
15. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2016-17 and 17-18 to the above stock exchange(s).
16. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
17. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

18. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of “Unclaimed Suspense Account.”
19. As a part of “Green initiative in the Corporate Governance”, The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors’ Report, Directors’ Report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants)

## **20. Voting through electronic means**

**A.** In compliance with 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 the SEBI (Listing Obligations and Disclosure Requirements), the Company is pleased to provide members facility to exercise their right to vote at the 36<sup>th</sup> 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).

**B.** The facility for voting through ballot 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.

**C.** The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**D.** The remote e-voting period commences on Wednesday, September 20<sup>th</sup>, 2017 (09:00 a.m.) and ends on Friday, September 22<sup>nd</sup>, 2017 (05:00 p.m.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16<sup>th</sup>, 2017, 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.

**The procedure and instructions** for members for remote e-voting are as under:

**I.** In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

a. Open e-mail and open PDF file viz.”Desh Rakshak Aushdhalaya Limited e-Voting.pdf” with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.

- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. 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.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select “EVEN” of “**Desh Rakshak Aushdhalaya Limited**”
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. 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 [naveen@nkrassociate.com](mailto:naveen@nkrassociate.com) with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 36<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided at the bottom of the Attendance Slip for the 36<sup>th</sup> AGM
- b. Please follow all steps from Sl. No. (a) to Sl. No. (l) above, to cast vote.

**E.** 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 01334-245877.

**F.** 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.

**G.** 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).

**H.** 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 September 16<sup>th</sup>, 2017.

**I.** 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. September 16<sup>th</sup>, 2017, may 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.

**J.** For as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

**K.** 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.

**L.** The Scrutinizer shall after the conclusion of voting at the AGM, 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 favor 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.

**M.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.Deshrakshak.com](http://www.Deshrakshak.com) 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 the BSE Limited.

**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 1: Regularization Of Independent Director**

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. Therefore, in the board meeting held on 23<sup>rd</sup>, March, 2017, Mr. Sachin Agarwal has been appointed as the Additional Independent Director of the Company till the date of ensuing Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice in writing from the member of the company for appointment of Mr. Sachin Agarwal as independent Director on the Board of the Company.

The application received from the member of the company, were accompanied with the relevant documents declaring that, if appointed, he shall be considered independent Director for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid persons to determine his eligibility for appointment as an Independent Director on the Board, based upon his qualification, expertise, track record integrity etc. recommended his appointment to the shareholders for a period of five years w.e.f. 23.03.2017. Further in the opinion of the Board, the independent director proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed director is independent of management.”

None of the Directors ,Managers ,Key Managerial Personnel of the company and their respective relatives other than Mr. Sachin Agarwal are in any way interested in the resolution

**Item No. 2 Reclassification of Promoter’s Shareholding Into Public Category**

The following persons falling under the category of Promoters/Promoter Group of the Company required to be reclassified from the category of “Promoters/Promoter Group” to “Public category”:

<b>Name of Person</b>	<b>No. of Equity Shares Held</b>	<b>% of Total Equity Share Capital</b>
Manoj Kumar Jain	2300	0.05
Payal Jain	27900	0.63

The aforesaid persons together are holding very insignificant shareholding which constitutes 0.68% of the total paid up equity capital of the Company. The aforesaid persons do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid persons neither have representation on the Board of Directors of the Company nor hold any Key Management Personnel position in the Company. The Company has also not entered into any Shareholders Agreement with them. Further none of aforesaid persons has got any Veto Rights or Special Rights as to voting power or control of the Company. They do not even have any Special Information Rights.

Regulation 31A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) is the main Regulation which deals with reclassification of promoter shareholding into public shareholding. It provides that the stock exchanges shall allow reclassification of the status of the promoter shareholders only if the following main conditions are satisfied:

- i. upon receipt of a request from the concerned listed entity or the concerned shareholders
- ii. all relevant evidence
- iii. on BSE being satisfied with the compliance of conditions mentioned in Regulation 31A.