

DESH RAKSHAK AUSHDHALAYA LIMITED

39TH ANNUAL GENERAL MEETING

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Tosh Kumar Jain
(Chairman cum Managing Director)

Mr. Arihant Kumar Jain
(Whole Time Director)

Mrs. Monika Jain
(Whole Time Director)

Mrs. Sudesh Jain
(Director)

Mrs. Swapnla Gupta

(Independent Director)

Ms. Ekta Gupta
(Independent Director)

CS Nikhil Sundrani
(Company Secretary cum Compliance Officer)

Mr. Amit Kumar Singh
(Chief Financial Officer)

39th Annual General Meeting
CIN-L33119UR1981PLC006092
of Desh Rakshak Aushdhalya Limited
E-mail Id: dral96@yahoo.in

Date: 26st September, 2020

Time: 04:00 P.M.

Venue: Bhagwant Kuti, Kankhal
Haridwar-249408 (Uttarakhand)

Plant Location

Bhagwant Kuti, Kankhal
Haridwar-249408 (Uttarakhand)

BANKERS

State Bank of India
Punjab National Bank
Yes Bank

REGISTRAR & TRANSFER

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

STATUTORY AUDITORS

M/s Sudhanshu jain & Co
10, Guru Mandal Ashram, Devpura
Haridwar (Uttaranchal)

SECRETARIAL AUDITOR

M/s N K Rastogi & Associates
03 Shankar Vihar 2nd Floor Vikas Marg
New Delhi-110092

REGISTERED OFFICE

Bhagwant Kuti, Kankhal
Haridwar-249408 (Uttarakhand)
Telephone Nos. 01334-243833, 245877
Fax-245866

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NOTICE

OF

39TH ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of Desh Rakshak Aushdhalaya Limited will be held on Saturday, 26th day of September, 2020 at 04:00 p.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following business to transact the following business:-

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL FINANCIAL STATEMENT.

To Receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.

2. RE-APPOINTMENT OF MR. ARIHANT KUMAR JAIN AS THE DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint the Director **Mr. Arihant Kumar Jain** (DIN: 06401053), who retires by rotation and being eligible offers himself for re-appointment at the forthcoming Annual General Meeting.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Arihant Kumar Jain** (DIN 06401053), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company and who shall be liable to retire by rotation”

Place: Haridwar
Date: 24/08/2020

For and on behalf of the Board
Desh Rakshak Aushdhalaya Limited

Sd/-
Tosh Kumar Jain
Chairman & Managing Director
DIN: 01540363

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not mandatory required and annual general meeting (AGM) may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence the route map, proxy forms and attendance slips are not annexed to this Notice.
3. 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.
4. As required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment/re-appointment at the AGM are given in the annexure to the AGM notice.
5. The Independent Director has furnished the requisite declaration for regularization as per Section 149(6) of the Companies Act, 2013.
6. Electronic copy of the Annual Report for 2020 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.
7. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website www.deshrakshak.in for their reference.
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. 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.

10. 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.
11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by **10th September, 2020**.
12. 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 2019-2020 and 2020-2021 to the above stock exchange.
13. 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.
14. 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."
15. 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, Auditor's Report, Director's Report, etc., to the members through e-mail.

16. 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 39th 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 Central Depository Services (India) Limited.

- B. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- C. The Company has appointed FCS Naveen Kumar Rastogi, Company Secretary (Membership No FCS 3685 CP No 3785), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
- D. The procedure for joining the AGM through VC/ AVM is mentioned in this Notice.
- E. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
- F. If a member has any queries or issues regarding attending AGM & e-Voting from the remote e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- G. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- H. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.deshrakshak.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- I. Members who need assistance before or during the AGM can contact CDSL on the aforesaid contact numbers and email Ids. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.deshrakshak.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com

- J. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- K. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on **September 19, 2020** only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
- L. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the company will remain closed from **20th Day of September 2020 to 26st Day of September 2020** (both days inclusive).
- M. **THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

INSTRUCTION FOR E-VOTING AND AGM THROUGH VIDEO CONFERENCING

- (i) The remote e-voting period commences on **Wednesday, September 23, 2020 (09:00 a.m.) and ends on Friday, September 25, 2020 (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 19th, 2020**, 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
- **For CDSL:** 16 digits beneficiary ID,
 - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Login - Myeasi using your login credentials.
- Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share our password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < Desh Rakshak Aushdhalaya Limited > on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; deshrakshak.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

N. PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. **For Physical shareholders-** Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com
2. **For Demat shareholders -** Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

O. INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.
- (ii)
 - In the “Name” field - Put your name.
 - In the “last name” field - Enter your folio no. as informed in e-mail
 - In the “Email ID” field -Put your email ID
 - In the “Event password” field -Put the password as “cdsl@1234”

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

P. PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time