

NOTICE

NOTICE is hereby given that the 76th (Seventy Sixth) Annual General Meeting (“Meeting”) of the Members of ECE Industries Limited (“*the Company*”) will be held on Friday, 30th day of September, 2022 at 02:00 P.M. IST at the registered office of the company, situated at ‘ECE House’, 28 A, Kasturba Gandhi Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Report of the Board of Directors’ and the Auditors’ Report thereon.**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Directors’ Report and the Auditor’s Report thereon as presented to the meeting be and are hereby approved and adopted.”

2. **To consider declaration of dividend on the Equity shares of the Company for the financial year ended 31st March, 2022.**

“**RESOLVED THAT** the final dividend @ 40% (i.e. Rs. 4/- per share) on 50,42,449 Fully Paid Equity Shares to be paid to the shareholders of the company for the financial year ended March 31, 2022.”

“**FURTHER RESOLVED THAT** the payment of preference dividend @ 9% (i.e. Rs. 0.90 per preference share) on 5,66,049 (Five Lakh Sixty Six thousand Forty Nine) 9% non-cumulative Compulsorily Redeemable Preference Shares (“CRPS”) of face value INR 10/- on 4th June, 2022 has been approved as final dividend”.

3. **To appoint a Director in place of Ms. Maulashree Gani (DIN: 02496033), who retires by rotation and being eligible, offers himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Maulashree Gani (DIN: 02496033), who retires by rotation and being eligible offer herself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS

4. **To approve regularization of Mr. Basant Kumar Daga (DIN: 00922769) as Independent director of the company.**

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

“**RESOLVED THAT** Mr. Basant Kumar Daga (DIN: 00922769), who was appointed as an Additional Director in the capacity of Independent Director of the Company, by the Board of Directors in their Meeting held on 12th January, 2022, under Section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company in accordance with the provisions of Section 149, 152 read with schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors)

Rules, 2014, whose period of office will not be liable to retire by rotation, for a term of 5 consecutive years upto the conclusion of the 81st Annual General Meeting of the company in the calendar year 2027.”

RESOLVED FURTHER THAT Mr. Prakash Kumar Mohta, Managing Director of the Company, Mr. Mahendra Kumar Jajoo, Director of the Company, Mr. Yogesh Dahyalal Korani, Director of the Company and Mr. Rajat Sharma, President & CFO of the Company be and are hereby authorized severally to sign, execute and file the required e-forms with the Registrar of Companies and Ministry of Corporate Affairs, Government of India and to do all such acts, deeds and things to give effect to the above resolution”.

5. To ratify the remuneration of M/s K.L. Jaisingh & Co., Cost Auditor of the Company

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the consolidated remuneration (apart from applicable taxes and reimbursement of actual travel and out-of-pocket expenses) of Rs. 50,000/- (Rupees Fifty Thousand only) payable to M/s K.L. Jaisingh & Co., Cost Accountant bearing Membership No.-1222 being the Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial Year ending 31st March, 2023.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi
Date : 05/09/2022

Sd/-
(Prakash Kumar Mohta)
Managing Director
DIN: 00191299

Registered Office:

ECE House,
28-A, Kasturba Gandhi Marg,
New Delhi- 110001
CIN: U31500DL1945PLC008279
Email: ecelodelhi@gmail.com
Website: www.eceindustriesltd.com
Tel. No.: (+91-11) 233142 37-39

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING TO WHICH THIS NOTICE RELATES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL) ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE VALID/EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING TO WHICH THIS NOTICE RELATES.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice and is attached hereto.
3. The members, whose names appear in the register of members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2022 to 30.09.2022 both days inclusive for updating the members register and share transfer books of the Company.
4. (a) Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013 dividends for the Financial Year ended 31st March, 2015 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2015 or any subsequent financial year(s) are urged to claim such amount from the Company.

The last dates of claim for the following dividends are as follows:

Financial year ended	Date of declaration of dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEP Fund
31.03.2015	28.09.2015	27.09.2022	26.10.2022
31.03.2017	29.09.2017	28.09.2024	27.10.2024
31.03.2018	26.09.2018	25.09.2025	24.10.2025
31.03.2019	30.09.2019	29.09.2026	28.10.2026
31.03.2020	31.12.2020	30.12.2027	29.01.2028
31.03.2021	18.11.2021	17.11.2028	16.12.2029

(b) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on November 18, 2021 (date of last Annual General Meeting) on the website of the Company (www.eceindustriesltd.com), and also on the website of the Ministry of Corporate Affairs.

c) Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016,

("Rules") as amended from time to time, all equity shares of the Company on which dividend remain unpaid or unclaimed for seven consecutive years or more as on October 29, 2022 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.eceindustriesltd.com. Shareholders are requested to claim the dividend on these equity shares latest by October 29, 2022 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.

5. Members are requested to bring their copy of the Annual Report, as copies of the Report will not be distributed again at the meeting.
6. Members who hold shares in dematerialised form are requested to bring their Depository Participant Account Number (Client ID No.) for easier identification at the Annual General Meeting.
7. Particulars of Director proposed to be appointed / re-appointed at the 76th Annual General Meeting are given in the Explanatory Statement forming part of the notice.
8. Electronic copy of the Annual Report for the financial year ended 31.03.2022 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
9. Members may also note that the Notice of the 76th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2022 will also be available on the Company's website www.eceindustriesltd.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi 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 email id: ecchodelhi1@gmail.com
10. All the documents relevant to the resolutions specified in the Notice and which are referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office of the Company between 10:00 A.M. to 5:00 P.M. on any working day up to the Annual General Meeting date and also at the place of the meeting on the meeting day.
11. A Route Map along with Prominent & Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
12. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
13. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.

14. The Notice calling the AGM, is also uploaded on the website of the Company at <http://www.eceindustriesltd.com>.
15. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company's at its Registered Office.
16. Mr. Nitin Jaiswal, Practising Company Secretary (PCS), (Membership No. ACS 45981) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.

Place: New Delhi
Date : 05/09/2022

By Order of the Board of Directors

Sd/-
(Prakash Kumar Mohta)
Managing Director
DIN: 00191299

Annexures/ Attachments:

1. Explanatory Statement
2. Route Map
3. Attendance Slip
4. Proxy Form

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors of the company had appointed Mr. Basant Kumar Daga (DIN: 00922769) as an Additional Director (in the capacity of Independent Director) of the Company with effect from 12th January, 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the this Annual General Meeting.

In the opinion of the Board, Mr. Basant Kumar Daga, who is proposed to be appointed as an Independent Director of the Company with effect from the date of this AGM for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company. The Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Basant Kumar Daga as Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Basant Kumar Daga, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Basant Kumar Daga is provided below in Table A:

Table A: Brief Profile

Age	79 Years
Qualifications	B.Com
Experience	Having Vast experience in Managing the overall affairs of the company
Terms and Conditions of appointment	As per appointment letter
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Nil
Directorships of other Board	Yes
Membership/Chairmanship of Committees of other Board	<u>1. Member of Audit committee:</u> i) Unique Manufacturing & Marketing Ltd ii) Pee bee steel Industries Ltd iii) Avadh Mercantile co Ltd <u>2. Member of Nomination & Remuneration Committee:</u> i) Unique Manufacturing & Marketing Ltd ii) Pee bee steel Industries Ltd iii) Avadh Mercantile co Ltd

The Board hereby recommends passing of the said resolution set out at item no. 4 by the members as an Ordinary Resolution.

Except Mr. Basant Kumar Daga, being an appointee, None of the other Directors, Key Managerial Personnel of the Company, or their relatives, is interested, or concerned in the aforesaid resolution.

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and actual out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

The Board recommends the *Ordinary Resolution* set out at Item No. 5 of the Notice for approval by the members.

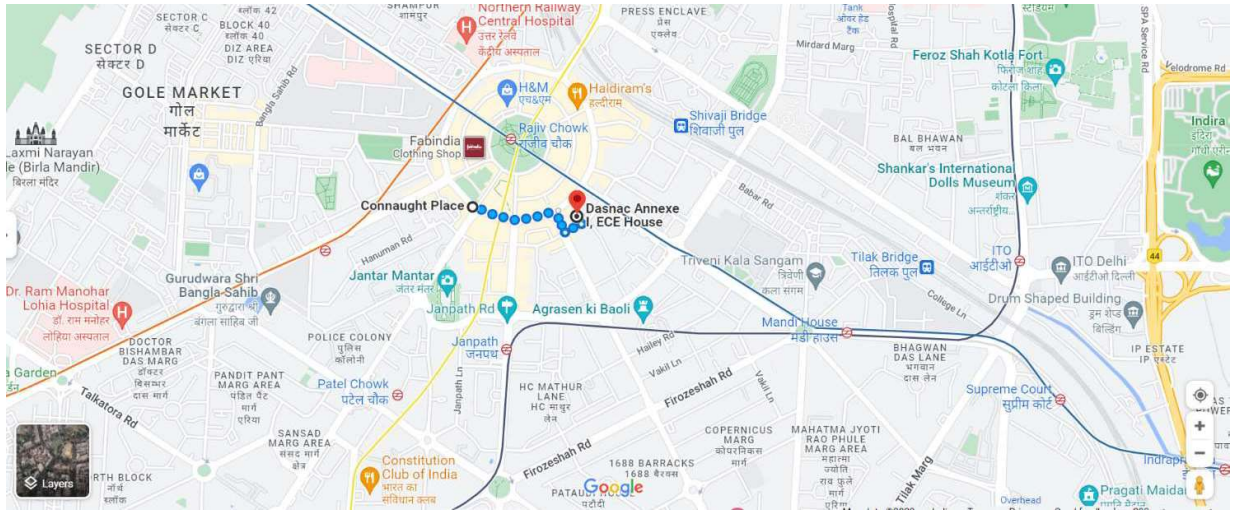
None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except and to the extent they are members of the Company.

By Order of the Board of Directors

Place: New Delhi
Date: 05/09/2022

Sd/-
(Prakash Kumar Mohta)
Managing Director
DIN: 00191299

MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING OF ECE INDUSTRIES LIMITED



Attendance Slip of 76th Annual General Meeting

ECE INDUSTRIES LIMITED

Reg. office: ECE HOUSE, 28 A KASTURBA GANDHI MARG, NEW DELHI - 110001

CIN: U31500DL1945PLC008279

ATTENDANCE SLIP

Annual General Meeting held on Friday, 30th September, 2022 at 2.00 P.M. IST

<i>Full Name of Member:</i>
<i>Registered Folio No.:</i>
<i>No. of shares</i>
<i>DP ID/Client ID:</i>
<i>Father's/Husband's Name:</i>
<i>Complete Address:</i>
<i>Full Name of Proxy, if any:</i>

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, 30th September, 2022 at 2.00 P.M. at "ECE House", 28 A, Kasturba Gandhi Marg, New Delhi-110001

(Signature of First holder/Proxy/Authorized Representative)

(Signature of 1st Joint holder)

(Signature of 2nd Joint holder)

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U31500DL1945PLC008279
Name of the Company : ECE INDUSTRIES LIMITED
Registered office : ECE House, 28 A, Kasturba Gandhi Marg, New Delhi-110001

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I / We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 2.00 P.M. IST. at ECE House 28 A Kasturba Gandhi Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and the Auditors thereon.		
2.	To consider declaration of dividend on the Equity shares of the Company for the financial year ended 31st March 2022.		
3.	To appoint a Director in place of Ms. Maulashree Gani (DIN: 02496033), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To approve regularization of Mr. Basant Kumar Daga (DIN: 00922769) as Independent Director of the Company.		
5.	To ratify the remuneration of M/s K.L. Jaisingh & Co., Cost Auditor of the Company		

Signed this on _____

Signature of Member _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 76th Annual General Meeting.
3. *It is optional to put a '✓' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any of all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.