

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**Notice is hereby given that an Extra-ordinary General Meeting of the Members of Santosh Fine-Fab Limited will be held on Friday, the 30th day of March, 2018 at 11.00 a.m. at 112/113, Sanjay Bldg No. 6, Mittal Estate, Mumbai – 400 059 to transact the following business.**

### **SPECIAL BUSINESS:**

#### **Appointment of Statutory Auditors to fill casual vacancy**

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. **B. P. KABRA & ASSOCIATES.**, Chartered Accountants, Mumbai, (Firm Registration No. 124578W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Bhuwania & Agrawal Associates., Chartered Accountants, Mumbai.

**RESOLVED FURTHER THAT** M/s M/s. **B. P. KABRA & ASSOCIATES.**, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended **31<sup>st</sup> March, 2018** on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

#### **Registered Office**

112/113, Sanjay Bldg no 6  
Mittal Estate  
Mumbai-400059

**Date : 3<sup>RD</sup> February, 2018**

**By Order of the Board  
For Santosh Fine Fab Limited**

**Santosh Tulsiyan  
Managing Director**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Demat Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the Company/ Registrar.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
7. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of EGM by email and others are being sent by permitted mode.
8. Electronic copy of the notice of the extra ordinary general meeting along with annexure, proxy form and attendance slip are being sent to all the shareholders whose name appears in the prelist furnished by NSDL as Beneficial Owner as on **23.03.2018** (record date) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on **23<sup>RD</sup> MARCH, 2018** and who have not registered their email address, physical copies of the Notice of this general meeting is being sent in the permitted mode.
9. The company has set Friday, **23<sup>rd</sup> March, 2018** as 'Cut-off Date' for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing extra ordinary general meeting as above, in both e-voting and physical mode.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the resolution set forth in this notice from a place other than the venue of the EGM through remote e-voting services provided by National Securities Depository Limited (NSDL). The detail procedure / instructions for e-voting is annexed separately.
11. The Company has appointed Mrs. Lalita Lath, Practicing Company Secretary, Mumbai as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

12. General information on e-voting

(i) The e-voting period commences on Tuesday, **27th March 2018 at 9.00 a.m.** and ends on Thursday, **29th March, 2018 at 5.00 p.m.** During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, **23rd March, 2018** may cast their vote electronically. The e-voting module will be disabled by NSDL for voting hereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.

(ii) The voting rights of the shareholder will be in proportion of their shares as on **23rd March, 2018**, being the cut-off date, to the paid up equity share capital of the company.

(iii) The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman who shall countersign the same.

(iv) The results declared of the e-voting of EGM of the company on 30th March, 2018, along-with the Scrutinizer's Report will be communicated to Stock Exchanges where the shares of the company are listed.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows :

**Appointment of Statutory Auditors to fill casual vacancy :**

M/s. Bhuwania & Agrawal Associates, Chartered Accountants, Mumbai have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on **03.3.2018** have recommended appointing **B. P. KABRA & ASSOCIATES .,** Chartered Accountants, Mumbai as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Bhuwania & Agrawal Associates., Chartered Accountants, Mumbai.

M/s. **B. P. KABRA & ASSOCIATES.**, Chartered Accountants, Mumbai, if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. **B. P. KABRA & ASSOCIATES.**, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of the Company or their relatives, is in any way, concerned or interested in the said resolution.

**Registered Office**

112/113, Sanjay Bldg no 6

Mittal Estate

Mumbai-400059

**Date : 3<sup>RD</sup> February, 2018**

**By Order of the Board**

**For Santosh Finefab Limited**

**Santosh Tulsian**

**Managing Director**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, **27<sup>th</sup> March, 2018, 9.00 a.m.** and ends on Thursday, **29th March, 2018 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 Friday, **23rd March, 2018** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

Click on Shareholder – Login

Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

Password change menu appears. Change the password/PIN 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.

Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

Select "EVEN" of "Name of the company".

Now you are ready for remote e-voting as Cast Vote page opens.

Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully" will be displayed.

Once you have voted on the resolution, you will not be allowed to modify your vote.

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 [lalithalath@gmail.com](mailto:lalithalath@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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.

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 toll free no.: 1800-222-990.

**SANTOSH FINE-FAB LTD.**

(CIN: L17112MH1981PLC025443)

Regd. Off.: 112/113, Sanjay Building No 6, Mittal Ind. Estate, Andheri (East), Mumbai 400059.

**ATTENDANCE SLIP****Extra Ordinary General Meeting to be Held on 30-03-2018**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slip at the venue of the meeting.

Name of the Member(s) :
No. of Shares:
Folio No /Client ID :
DP ID :

I/We hereby record my presence at the Extra Ordinary General Meeting of the company, to be held on the Friday, 30<sup>th</sup> March, 2018, 11.00 a.m. at 112/113, Sanjay Build No 6, Mittal Estate, Andheri (E), Mumbai 400059

Signature of Shareholder

Shareholders who come to attend the meeting are requested to bring their copies of Notice with them.

**SANTOSH FINE-FAB LTD.**

(CIN: L17112MH1981PLC025443)

Regd. Off.: 112/113, Sanjay Building No 6, Mittal Ind. Estate, Andheri (East), Mumbai 400059

**PROXY FORM****Extra Ordinary General Meeting**

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client ID	
DP ID	
No. of Shares	

I/We, being the member(s) of \_\_\_\_\_ shares of Sumeet Industries Limited, hereby appoint

1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company to be held on Friday, 30<sup>th</sup> March, 2018, at 11.00 a.m. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Ordinary Business:		
1. Appointment of Statutory Auditors to fill the vacancy		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy Holder(s)

Affix	Rs.1
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. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
3. A proxy need not be a member of the Company.