

STURDY INDUSTRIES LIMITED NOTICE OF 33RD ANNUAL GENERAL MEETING 2021-2022



DRIP IRRIGATION



ALUMINIUM CONDUCTOR



NOTICE

Notice is hereby given that 33rd Annual General Meeting of the shareholders of the **Sturdy Industries Limited** (herein after the “Company”) will be held on **Friday, the 30th day of September, 2022 at 11:00 A.M.** IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Ashok Kumar (DIN: 07374369), Director of the company who retires by rotation and being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification(s), if any, the following resolution as a **Special Resolution:**

TO SHIFT THE REGISTERED OFFICE OF THE COMPANY.

“**RESOLVED THAT** subject to the provisions of Section 12 of the Companies Act, 2013 and Rules made there under the consent and approval of the members of the company be and is hereby accorded for shifting of the registered office of the company from “Village Bhatoli Khurd, Baddi, Nalagarh, Solan, Himachal Pradesh-173205” to “Plot Number 45, Sector 1, Parwanoo, Himachal Pradesh-173220.”

“**RESOLVED FURTHER THAT** any one of the Directors of the company be and is hereby authorized to file the necessary documents, forms and returns with the office of Registrar of Companies, Himachal Pradesh by affixing his Digital Signatures thereon and to do all such acts, deeds, matters and things as may be considered necessary and desirable for giving effect to the above resolution.”

4. To consider and if thought fit to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution:**

TO APPROVE RECLASSIFICATION OF CERTAIN “PROMOTERS/PROMOTER GROUP” TO “PUBLIC” CATEGORY SHAREHOLDERS.

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval from the BSE Limited (“BSE”) (“Stock Exchange”) and such other approvals as may

be necessary, the consent and approval of the members of the company be and is hereby accorded for the reclassification of shareholders listed hereunder, from "Promoters/Promoter Group" category to "Public" category.”

S. No.	Name of the Person	Number of Equity Shares held	% of Shareholding
1.	Alpine Capital Services Limited	52,83,100	3.49%
2.	Patriot Pipes Private Limited	19,97,000	1.32%
3.	Jagan Irrigation Systems Private Limited (Formerly known as Jagan Credir Pvt. Ltd)	23,06,800 5,59,000	1.53% 0.37%
4.	Saurabh Portfolios Private Limited (Formerly known as Saurav Phot Folio Pvt Ltd)	24,11,400 5,16,000	1.59% 0.34%
5.	Winfra Realtors Private Limited (Formerly known as Vats Plastic Pipes Private Limited and Vats Credit Pvt Ltd)	6,29,500 3,05,300	0.42% 0.20%
6.	Worth While Financial Services Private Limited	12,47,000	0.82%
7.	Jai Ambey Iron and Steels Limited	10,00,000	0.66%
8.	Shree Ambay Forging Private Limited	10,00,000	0.66%
9.	Jitendra Bhanot	4,300	0.00%
10.	Sahil Deepak Jain	3,89,150	0.26%
11.	Shivam Deepak Jain	3,89,150	0.26%
12.	Dinesh Kumar	4,300	0.00%

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions.”

5. To consider and if thought fit to pass with or without modification(s), if any, the following resolution as a **Special Resolution**:

TO APPOINT MR. RAMESH KUMAR GUPTA AS A WHOLETIME DIRECTOR OF THE COMPANY AND FIX HIS REMUNERATION.

“**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 2(94), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Articles of Association of the company as amended from time to time, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent and approval of the members of the company be and is hereby accorded to appoint Mr. Ramesh Kumar Gupta (DIN: 00161363) as a Whole Time Director of

the company, for a period of three years with effect from 05th September, 2022 upto 04th September, 2025, whose office is liable to retire by rotation, at a monthly remuneration of upto Rs. 2,00,000/- on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Ramesh Kumar Gupta (DIN: 00161363).”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For STURDY INDUSTRIES LIMITED

Sd/-
RAMESH GUPTA
WHOLE TIME DIRECTOR (DIN: 00161363)
HOUSE NUMBER 11-12, SECTOR 1,
PARWANOO, HIMACHAL PRADESH- 173205.

PLACE: PARWANOO
DATE: 05/09/2022

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“the MCA”) vide its General Circular Number 02/2022 dated May 05, 2022 permitted the companies to hold the Annual General Meeting (“AGM” or “meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular Number 20/2020 dated May 05, 2020 read with General Circular Number 14/2020 dated April 08, 2020 and General Circular Number 17/2020 dated April 13, 2020 (collectively referred to as “the MCA Circulars”). In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the MCA Circulars, AGM of the Company for Financial Year 2021-2022 is being held through VC / OAVM. Registered Office of the company shall be deemed to be the venue for AGM.
2. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Company.
3. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd day of September, 2022 to 30th day of September, 2022 (both days inclusive).
5. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto.
6. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members are requested to notify any change of email ID or address.
9. Trading in equity shares of the company is compulsorily in dematerialised mode by all the members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialised form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members

holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.

10. With a view to conserve natural resources, we request the members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the company to send communications including Annual Report, Notices, Circulars, etc. electronically.
11. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the company and members holding shares in Demat mode are requested to register their email ID's with their respective DP, in case the same is still not registered. Members are also requested to notify any change in their email ID or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. Notice alongwith Demat form is also attached herewith.
12. Electronic copy of the Annual Report for 2021-2022 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. For members who have not registered their email address, physical copies of the Annual Report for 2021-2022 is being sent in the permitted mode.

In case, any member wants to get a physical copy of the Annual Report, they may send their request to legalsturdy@gmail.com mentioning folio/DP ID and Client ID. Annual Reports is also available in the on the website of the company at <http://www.sturdyindustries.com/financial.php>.

13. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2021-2022 will also be available on the website of the Company at <http://www.sturdyindustries.com/> for their download. The physical copies of the foresaid documents will also be available at the company's Registered Office in Baddi 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 further communication or clarification, the shareholders may also write to the company's email id at legalsturdy@gmail.com
14. The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are furnished as under:

S. No.	Particulars	Name of the Director	
		Mr. Ramesh Kumar Gupta	Mr. Ashok Kumar
1.	Date of Birth	14/09/1961	27.06.1960
2.	Date of Appointment	27/07/1989	07.04.2021
3.	Qualifications	Graduate	Graduate
4.	List of other Indian Companies in which Directorship held.	Nil	1. Greenway Advisors Private Limited.
5.	Chairman/Member of the Committee of Board of other companies	Nil	Nil
6.	Equity Shares held in the company	6,727,501	Nil

15. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and of the Listing Regulations, the company is pleased to provide e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for providing e-voting facility to enable the shareholders to cast their votes electronically.
16. The resolutions shall be deemed to have been passed on the date of AGM, subject to the same being passed with requisite majority.
17. Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at legalsturdy@gmail.com and register as a speaker. Only those members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.
18. As per the provisions of Secretarial Standards for General Meeting it is clearly specified that a member cannot vote both by post and e-voting and if he/she votes both by post and e-voting, his vote by post shall be treated as invalid.

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Number 14/2020 dated April 8, 2020, Circular Number 17/2020 dated April 13, 2020 and Circular Number 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM/EGM. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM/EGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the notice. The facility of participation at the EGM/AGM through VC/OAVM will be made

available to atleast 1000 members on first come first served basis. This will not include large shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular Number 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular Number 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.sturdyindustries.com/financial.php>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e- voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Number 14/2020 dated April 8, 2020 and MCA Circular Number 17/2020 dated April 13, 2020 and MCA Circular Number 20/2020 dated May 05, 2020.
8. In continuation of Ministry's **General Circular Number 20/2020**, dated May 05, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular Number 20/2020 as per MCA Circular Number 02/2022 dated May, 05, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period will start on Tuesday, 27th September, 2022 at 9:00 a.m. and ends on Thursday, 29th September, 2022 at 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 (record date) of Thursday, 22nd September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under

Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e- Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-

	<p>Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile and Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site</p>

	wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) Mr. Shubham, Company Secretary of M/s. SDK & Associates, Chandigarh, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 favour 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. legalsturdy@gmail.com (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at legalsturdy@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at legalsturdy@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio Number, Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id and mobile number with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai, Maharashtra-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By order of the Board
For STURDY INDUSTRIES LIMITED

Sd/-

RAMESH KUMAR GUPTA

WHOLE TIME DIRECTOR (DIN: 00161363)

HOUSE NUMBER 11-12, SECTOR 1,

PARWANOO, HIMACHAL PRADESH- 173205.

PLACE: PARWANOO

DATE: 05/09/2022

EXPLANTORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NUMBER 3

The members are informed that presently, the registered office of the company is situated at Village Bhatoli Khurd, Baddi, Nalagarh, Solan, Himachal Pradesh-173205. Whereas, the company intends to shift its registered office to Plot Number 45, Sector 1, Parwanoo, Himachal Pradesh-173220. Further the members are informed that it will be beneficial and economical for the company to maintain its registered office at company owned premises situated at Plot Number 45, Sector 1, Parwanoo, Himachal Pradesh-173220. Thus, the shifting of the registered office will be in the best interest of the company and its stakeholders. Whereas, as per the provisions of Section 12 of the Companies Act, 2013 and Rules made there under the shifting of the registered office of the company from “Village Bhatoli Khurd, Baddi, Nalagarh, Solan, Himachal Pradesh-173205” to “Plot Number 45, Sector 1, Parwanoo, Himachal Pradesh-173220” requires the approval of members of the company by way of Special Resolution. Therefore your Board recommends the passing of the said resolution as a **Special Resolution**.

None of the Directors is/are hereby interested directly or indirectly in the proposed resolutions except to the extent of their shareholding in the company.

ITEM NUMBER 4

The members are informed the company has received request from the twelve promoters/promoter group shareholders for reclassification into public category shareholders.

The said promoters/promoter group shareholders:

- (i) are neither involved in the management of the company nor are holding controlling stake in the company;
- (ii) do not hold more than ten percent of the total voting rights in the company;
- (iii) do not have any special rights through formal or informal arrangements with the company or promoters or any person in the promoter group;
- (iv) will not represent on the Board of Directors of the company either themselves or on behalf or through a nominee director; and
- (v) will not act as Key Managerial Person in the Company for a period of three years from the date of such re-classification.

The shareholders are further informed, that:

- i. the company is compliant with the requirement of minimum public shareholding as required under Regulation 38 of the Listing Regulations, 2015;
- ii. equity shares of the company were not suspended by the stock exchanges from trading;
- iii. the company does not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories;

The Board of Directors at their meeting held on 29th August, 2022 accorded their approval to the said reclassification. Whereas, as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of the shareholders by way of Ordinary Resolution is also required in order to make an application to the stock exchange(s) for the reclassification of shareholders. The promoters/promoter group seeking re-classification and persons related to the promoters seeking reclassification, shall not cast vote, to approve such reclassification.

Therefore, your Board recommends passing of resolution mentioned at item number 4 of the notice as an **Ordinary Resolution**.

None of the Directors is/are hereby interested directly or indirectly in the proposed resolutions except to the extent of their shareholding in the company.

ITEM NUMBER 5

The members are informed that Mr. Ramesh Kumar Gupta is a commerce graduate and well versed with the commercial operations and practices. He is one of the core promoters of the company. Mr. Ramesh Kumar Gupta has been looking after the corporate administration, image and brand building, financial administration and public relations. He has an extensive background and experience in Finance, Banking, International Business Relations and infrastructure

development related activities of the company. He has experience in the aforesaid fields for more than 23 years. He is widely travelled person.

Mr. Ramesh Kumar Gupta holds the office of Wholetime Director of the company upto 30th September, 2022. Whereas, on the recommendation of the Nomination and Remuneration Committee, the Board has decided to place the matter of re-appointment of Mr. Ramesh Kumar Gupta as a Wholetime Director of the company before the shareholders' for their approval, at a monthly remuneration of Rs. 2,00,000/- and other terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board. The Board considers that his association would be of immense benefit to the company as he can manage and control the affairs of the company efficiently.

Further the members are informed that as per the provisions of Section 197 of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Act the company shall pay remuneration exceeding ten per cent of the net profit calculated under Section 198 of the Act in a financial year to its managing director and whole-time director and manager taken together or in case of loss/inadequacy of profit, if it is approved by the members by way of Special Resolution.

Therefore, the Board recommends passing of resolution set forth in agenda number 5 of the notice by the members as a Special Resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as Annexure A respectively to this Notice.

Additional information as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration in the event of inadequate profits/absence of profits for item number 5 is provided in Annexure B hereto.

Annexure A

Details of the Director seeking appointment/ re-appointment as required under SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Re-appointment of Mr. Ramesh Kumar Gupta as Whole Time Director of the company.
2.	Date of Birth	14/09/1961
3.	Date of appointment on the Board	27 th July, 1989.
4.	Date of appointment at current designation	01 st October, 2019

4.	Tenure of appointment	3 years
5.	DIN	00161363
6.	Nationality	Indian
7.	Category	Executive Director
8.	Qualification	Commerce Graduate.
9.	Brief Profile/ Expertise	He is one of the core promoters of the company. Mr. Ramesh Kumar Gupta has been looking after the corporate administration, image and brand building, financial administration and public relations. He has an extensive background and experience in Finance, Banking, International Business Relations and infrastructure development related activities of the company. He has experience in the aforesaid fields for more than 23 years.
10.	List of other companies in which Directorship is held as on 31.03.2022	Nil
11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2022.	Nil
12.	Equity Shares held in the Company as on 31.03.2022	6,727,501
13.	Disclosure of relationships between existing directors and new director	N.A.

Annexure B

Statement of Information as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013:

GENERAL INFORMATION

Nature of industry:

The company is involved in business of Aluminum Conductor, Pipes and fitting, Irrigation System, ACC & ACP Sheets and Trading in Polymers & Aluminum etc. Our business interest comprises Irrigation Systems - Drip and Sprinkler Irrigation, Power generation products - Aluminum Conductors, cables, wire rods, I.T. Infrastructure products - HDPE PLB Ducts. The company has successfully sailed through the turbulent waters of overall economic recession and today the company is a leading manufacturer of specialized irrigation system and aluminium conductors in

(Annual Report 2021-22)

India. The company has also ventured into the Power Sector.

2. Date of commencement of commercial production:

Sturdy Industries Limited was incorporated in 1989 and has been involved in the business of Aluminum Conductor, Pipes and fitting, Irrigation System, ACC & ACP Sheets and Trading in Polymers & Aluminum etc. Our business interest comprises Irrigation Systems - Drip and Sprinkler Irrigation, Power generation products - Aluminum Conductors, cables, wire rods, I.T. Infrastructure products - HDPE PLB Ducts since then.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

Standalone Financial Results for the last three years:

Particulars	Amount (in Lakhs)		
	2021-2022	2020-2021	2019-2020
Profit (Loss) after Tax	354.91	(2,932.14)	(15,842.41)
Net Worth (including balance in Profit and Loss Account)	(7,807.12)	(7,466.70)	(4,526.64)
Earnings Per Share	0.00	0.00	0.00
Turnover	1,209.00	5,118.95	12,203.37

5. Foreign investments or collaboration, if any:

There is no direct/indirect foreign investment in the company and also there no foreign collaboration in the company. As on 31st March, 2022, the shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the company is Nil.

II. INFORMATION AND BRIEF PROFILE OF THE APPOINTEE - MR. RAMESH KUMAR GUPTA

Background Details:

Mr. Ramesh Kumar Gupta is a commerce graduate and well versed with the commercial operations and practices. He is one of the core promoters of the company. Mr. Ramesh Kumar Gupta has been looking after the corporate administration, image and brand building, financial administration and public relations. He has an extensive background and experience in Finance, Banking, International Business Relations and infrastructure development related activities of the company. He has experience in the aforesaid fields for more than 23 years. He is widely travelled person.

Past remuneration:

Remuneration paid to Mr. Ramesh Kumar Gupta during the last two financial years 2020-2021 and 2021-2022 is as follows:

Name of the Director	Amount (in Lakhs)	
	2020-2021 (Rs.)	2021-2022 (Rs.)
Mr. Ramesh Kumar Gupta	24.00	24.00

Recognition or Awards:

Under the able guidance of Mr. Ramesh Kumar Gupta and other promoters the company achieved various awards for star performer as an excellent exporter and BESI MSME Award as vendor from the Power Grid Corporate India Limited.

Job profile and Suitability of Mr. Ramesh Kumar Gupta:

Mr. Ramesh Kumar Gupta is a commerce graduate and well versed with the commercial operations and practices. He is one of the core promoters of the company. He has experience in the aforesaid fields for more than 23 years. He is widely travelled person.

Remuneration proposed:

Details of remuneration proposed are as below:

Salary	An amount not exceeding Rs. 2,00,000/- (Rupees Two Lakh only) per month.
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6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid by the company (looking at the profile of the position and person) is commensurate with their standing, efforts, scale and size and scale of operations of the company. Also, the payments being made are in line with the payments being made by other companies of similar size.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Since Mr. Ramesh Kumar Gupta is the promoter and director of the company therefore he is directly interested in the business affairs of the company. Further Mr. Ramesh Kumar Gupta holds 6,727,501 equity shares as on 31st March, 2022 in the company and draws remuneration as mentioned above.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The spread of Covid-19 pandemic across the Globe and in India has created massive negative disruptions on the business operations. Further increase in raw material prices and impact of global recession reduced the profitability of the company. High debt costs also lead towards lower profitability.

2. Steps taken or proposed to be taken for improvement:

The company is taking steps to control the high cost of production by enhancing the production capacity. The company is also taking appropriate steps for settling the Bank debts.

3. Expected increase in productivity and profits in measurable terms:

In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As mentioned above, the company is taking various efforts to increase its productivity and the management is confident of substantial increase in revenue and profits in coming years.

IV. DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made above. Specific disclosures mandated under Schedule V are as under:

(I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS:

Remuneration to Executive Directors:

The appointment and remuneration of Executive Directors including Wholetime Director is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the company.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

Remuneration to Directors for the F.Y. 2021-2022

(Rs. in Lakhs)

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Ramesh Kumar Gupta	24.00	-	-	24.00
2.	Mr. Shamsher Kumar Sharma	-	-	-	0.00

3.	Mr. Ashok Kumar	-	-	-	0.00
4.	Mrs. Meenu	-	-	-	0.00
5.	Mrs. Puja	-	-	-	0.00
6.	Mrs. Pushpa Devi	-	-	-	0.00

(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA:

Mr. Ramesh Kumar Gupta is eligible for fixed remuneration only as per the terms and conditions mutually agreed between him and Board of Directors.

(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:

As at March 31, 2022, the Board comprised of six directors including two executive directors and four non-executive and independent directors. The company has entered into agreement with Mr. Ramesh Kumar Gupta to stipulate a one month notice period to vacate his respective office held. There is no provision for payment of severance fees. The other Non Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE:

During the financial year under review, no stock options were granted to any executive/non-executive director of the company. Also, the company did not advance any loan to any of its Directors during the year.

Save and except the above, none of the other Directors/Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Number 5 of the Notice. The Board commends the **Special Resolution** set out at Item Number 5 of the notice for approval by the members.

By order of the Board
For STURDY INDUSTRIES LIMITED

Sd/-
RAMESH KUMAR GUPTA
WHOLE TIME DIRECTOR (DIN: 00161363)
HOUSE NUMBER 11-12, SECTOR 1,
PARWANOO, HIMACHAL PRADESH- 173205.

PLACE: PARWANOO
DATE: 05/09/2022