

# ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA  
Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145  
E-Mail : arceeind@rediffmail.com CIN: L29120HR1992PLC031681

February 20, 2023

Corporate Relationship Department,  
BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

Scrip Code: 520121

Dear Sirs,

**Sub: Intimation regarding Dispatch of Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the postal ballot notice (“Notice”) along with the explanatory statement issued/sent to the Shareholders of the Company, for the following matters:

Item No.	Description of Resolutions
<b>Ordinary Resolutions</b>	
1	To approve the appointment of Sh. Akshat Gupta (DIN-00284927) as a Director (Non-Executive Capacity) of the Company
2	Change in Designation of Mr. Gourav Jindal (DIN: 08382031) from Non-Executive Non-Independent Director to Non-Executive Independent Director for a period of 5 Years w.e.f. 10th February, 2023 to 9 <sup>th</sup> February, 2028.

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail IDs are registered with the Company / Mas Services Limited (“RTA”) / Depositories as on Friday, February 17, 2023. (“Cut-Off Date”).

This Notice is also available on the website of the Company i.e., [www.arceeindustries.in](http://www.arceeindustries.in) and on the Website of NSDL i.e., <https://evoting.nsdl.com>.

The remote e-voting period shall commence on Wednesday, February 22, 2023 at 09:00 A.M. (IST) and ends on Thursday, March 23, 2023 at 05:00 P.M. (IST). The results of the voting shall be declared on or before Saturday, March 25, 2023.

We request you to take the same on your record.

Thanking You.

Yours faithfully,

  
**Srishti**  
Company Secretary & Compliance Officer  
Mem. No.: A57983

Encl: a/a

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## **POSTAL BALLOT NOTICE**

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 on General Meetings ("the SS-2"), read with General Circular Nos. 03/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 dated May 05, 2022, December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 08, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and other applicable laws, rules and regulations, for seeking approval of Members of Arcee Industries Limited ("the Company") to the proposed resolutions appended below through Postal Ballot, only through Remote E-Voting i.e., remote voting by electronic means.

The Board of Directors has appointed Ms. Anju Jain (Membership No. 11056/CP. No. 2728), Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of MAS Services Limited, Registrar and Share Transfer Agent of the Company, as the agency to provide e-voting facility.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Director of the Company or any other person authorized by her. The results of e-voting will be announced on or before Saturday, March 25, 2023, and will be displayed on the Company's website [www.arceeindustries.in](http://www.arceeindustries.in) and will also be communicated to the Stock Exchanges where the equity shares of the Company are listed, National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL'). The Company will also display the results of the Postal Ballot at its Registered Office.

### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. Akshat Gupta having DIN: 00284927 as Director (Non-Executive Capacity) of the Company**

##### **To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment of Directors) Rules 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of the Memorandum of Association, Articles of Association of the Company, Mr. Akshat Gupta (DIN: 00284927) who was appointed as an Additional Director (Non-Executive Capacity) with effect from February 10, 2023, pursuant to Section 161 of the Act by the Board of Directors ("Board") as recommended by Nomination and Remuneration Committee ("Committee") be and is hereby appointed as the Director of the Company (Non-Executive Capacity) with effect from February 10, 2023 and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution.”

**2. Change in Designation of Mr. Gourav Jindal (DIN: 08382031) from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10<sup>th</sup> February, 2023 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Gourav Jindal (DIN:08382031) from the status of Non-Executive Non-Independent Director to Non- Executive Independent Director who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 10<sup>th</sup> February 2023 to 9<sup>th</sup> February 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this Resolution.”

**BY ORDER OF THE BOARD**

**REGISTERED OFFICE**

7th K.M. Barwala Road  
Talwandi Rana, Hisar – 125001

**Date : 10th February, 2023**

**CIN : L29120HR1992PLC031681**  
**Phone : 98120-2011, 98120-40111**  
**Email : arceeind@rediffmail.com**

**Srishti**

**Company Secretary**

**NOTES**

1. Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed Special Businesses are appended to the notice.
2. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on February 17, 2023 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are members of the Company as on February 17, 2023(including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
3. Members holding shares of the Company in demat mode and who have not registered their e-mail addresses are requested to register the same with the Depository Participant, where they maintain their demat accounts.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on February 17, 2023. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on February 17, 2023 will be entitled to cast their votes. A person who is not a member as on February 17, 2023 should treat this Notice for information purpose only.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by E-mail to [anujaincs123@gmail.com](mailto:anujaincs123@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote
7. As per SEBI circular dated 03/11/2021 every shareholder who are holding shares in physical form is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after December 2025 all these shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. These Shareholders are requested to register the same if they have not registered already. Form for registering the same can be download from RTA website i.e. [www.masserv.com](http://www.masserv.com).
8. In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.
9. The remote e-voting period begins on Wednesday, 22 February, 2023 at 09:00 A.M. (IST) and ends on Thursday 23 March, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. 17<sup>th</sup> February, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday 23<sup>th</sup> March, 2023 i.e., the last date specified for receipt of votes through the e-voting process.
11. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
12. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depository (India) Limited (NSDL) as the agency to provide the remote e-voting facility.
13. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.
14. The Notice is being uploaded on the website of the Company i.e., at [www.arceeindustries.in](http://www.arceeindustries.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Limited ("BSE"), where the Company's Equity Shares are listed and be made available on their website viz. [www.bseindia.com](http://www.bseindia.com).
15. The Board of Directors has appointed Ms. Anju Jain (Membership No. 11056/CP. No. 2728), Company Secretary in Practice, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.
17. The result of the voting on resolution passed by Remote e-voting will be declared on or before March 25, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. [www.arceeindustries.in](http://www.arceeindustries.in) and also shall be communicated to BSE Limited ("BSE"), where the Company's Equity Shares are listed and be made available on their website viz. [www.bseindia.com](http://www.bseindia.com). The Company will also

display the results at its registered and corporate office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolutions.

18. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
19. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the Registered/ Corporate Office of the Company on all working days up to the date of declaration of the result of Postal Ballot. A member may write to the Company Secretary at [arceeind@rediffmail.com](mailto:arceeind@rediffmail.com) requesting supply of relevant documents referred in the Explanatory Statement and can inspect the documents electronically. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the aforementioned e-mail id. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on: 1800 222 990.
20. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Srishti, Company Secretary at: Email id: [arceeind@rediffmail.com](mailto:arceeind@rediffmail.com) , phone no.:- 98120-40011 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020, e-mail: [info@masserv.com](mailto:info@masserv.com) , phone no. +91 11 2638 7281/ 82/ 83
21. The instructions and other information relating to e-voting are as under :

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/ Member</b>’ 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 wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding</b></p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System</p>

<b>securities in demat mode with CDSL</b>	<p>Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a) For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

<b>c) For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anujaincs123@gmail.com](mailto:anujaincs123@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Form ISR-1 with Folio No., 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 [investor@masserv.com](mailto:investor@masserv.com) or [arceeind@rediffmail.com](mailto:arceeind@rediffmail.com). Please also send original copy of ISR-1 with copy of PAN/AADHAR to RTA (i.e. MAS Services Limited, T-34, Second Floor Okhla Industrial Area, Phase-II New Delhi-110020).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned

copy of Aadhar Card) to [info@masserv.com](mailto:info@masserv.com) or [arceeind@rediffmail.com](mailto:arceeind@rediffmail.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **Explanatory Statement under Section 102 of the Companies Act, 2013**

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

#### **Item No. 1: Appointment of Mr. Akshat Gupta as Director (Non-Executive Capacity) of Company.**

Mr. Akshat Gupta, aged about 37 years, is a Businessman. He is a graduate and has experience of more than 8 years in manufacturing and trading in steel tubes with rich experience in administration.

Mr. Akshat Gupta is a part of Arcee group and has already served as Whole Time Director on the Board of Arcee Ispat Udyog Private Limited (Associate Company) during 01/04/2005 to 25/07/2013.

The Board of Directors of the Company ('the Board') at the meeting held on February 10, 2023, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Akshat Gupta as an Additional Director (Non-Executive Capacity) of the Company with effect from February 10, 2023.

Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The amendment is applicable w.e.f. 01.01.2022.

Accordingly, the approval of the Members is required for the appointment of Mr. Akshat Gupta as the Director (Non-Executive Capacity) of the Company.

The Company has received from Mr. Akshat Gupta his consent in writing to act as Director in the Company and intimation to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. Akshat Gupta are provided as Annexure-I to this Notice.

Except Mrs. Shruti Gupta, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.: 1 of the Notice for approval by the Members.

#### **Item No. 2: Change in Designation of Mr. Gourav Jindal (DIN: 08382031) from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.**

Mr. Gourav Jindal, aged about 29 years, is a Businessman. He is a graduate and has experience of over 8 years in this Company.



The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolutions dated 5th April, 2019 appointed Mr. Gourav Jindal (DIN: 08382031) as an Additional Non-Executive Director of the Company with effect from 5th April, 2019. Subsequently his position was regularized in the Annual General Meeting held on 28th September 2019 as a Non-Executive Director of the Company.

However, The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 10<sup>th</sup> February, 2023 vide its resolutions the Designation of Mr. Gourav Jindal was changed from Non -Executive Non Independent Director to Non-Executive Independent Director subject to the approval of shareholders, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure , the approval of the Members of the Company be and is hereby sought by way of passing the ordinary resolution for Change in designation of Mr. Gourav Jindal (DIN-08382031) as an Independent Non-Executive Director of the Company, for the term of 5 (Five) years w.e.f. 10<sup>th</sup> February, 2023 upto 9<sup>th</sup> February, 2028.

Further Mr. Gourav Jindal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act,2013.

He does not hold any share of the Company. He is on the board of the Company since April 05, 2019. Nature of expertise in specific functional area: manufacturing of PVC Pipes and trading in steel tubes with rich experience in administration

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 2 of the Notice for your approval.

The Company has received a declaration from Mr. Gourav Jindal, being eligible for appointment as Independent Director providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Gourav Jindal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Gourav Jindal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for appointment of Mr. Gourav Jindal setting out the terms and conditions of reappointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out in this item of the Notice for change in designation of Mr. Gourav Jindal as an Independent Director of the Company.

Except Mr. Gourav Jindal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set

out at Item No. 2. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations

#### ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Akshat Gupta	Mr. Gourav Jindal
Directors Identification Number (DIN)	00284927	08382031
Age	37 Years	29 Years
Qualification	Graduate	Graduate
Experience and expertise	<p>More than 8 years' experience in manufacturing and trading in steel tubes with rich experience in administration.</p> <p>Mr. Akshat Gupta is a part of Arcee group and has already served as Whole Time Director on the Board of Arcee Ispat Udyog Private Limited (Associate Company) during 01/04/2005 to 25/07/2013.</p>	8 years' experience in manufacturing of PVC Pipes and trading in steel tubes with rich experience in administration
Date of first Appointment on the Board of the Company	10/02/2023	05/04/2019
Shareholding in Arcee Industries Limited	2500 shares	NIL
Terms and conditions of re-appointment	As per the resolution at item no.1 of the Notice of Postal Ballot dated 20 <sup>th</sup> February,2023 read with explanatory statement thereto	As per the resolution at item no.2 of the Notice of Postal Ballot dated 20 <sup>th</sup> February,2023 read with explanatory statement thereto
Remuneration last drawn	Nil	Nil
Number of Meetings of the Board attended during the year 2021-22	Nil	4 out of 4
List of Directorship held in other companies	N.A.	N.A.

<b>Membership / Chairmanship in Committees of other companies as on date</b>	Nil	Nil
<b>Relationships between Directors inter-se</b>	Related to Mrs. Shruti Gupta(Whole Time Director) of the Company Relationship- Spouse	Nil