



**Date: 12-12-2023**

**To,  
BSE LIMITED  
Mumbai Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001**

**Scrip Code: 500246**

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

This is to inform you that pursuant to the approval by the Board of Directors, the Company has initiated the process of seeking approval of the members by way of Postal Ballot (conducted through e-voting only) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 for the following resolution.

1. To approve appointment of M/s. M.L BHUWANIA AND CO LLP as statutory auditors of the Company to fill up casual vacancy caused by resignation of M/s. VIPUL M SHAH AND ASSOCIATES, Chartered Accountants.

2. Appointment of Ms. Rashmi Sharma (DIN:10383903) as an Independent Director.

Kindly take the same on record and oblige.

Thanking you,

Yours Faithfully

**FOR ENVAIR ELECTRODYNE LIMITED**

**ANIL  
NAGPAL**

Digitally signed by ANIL NAGPAL  
DN: cn=ANIL NAGPAL, o=ENVAIR ELECTRODYNE LTD.,  
2.5.4.20=a6bc63006172a7364c1a9246c2394  
ac1998abd11523456972130873dad1a,  
c=IN, ou=OFFICE, o=ENVAIR ELECTRODYNE LTD.,  
ou=OFFICE, o=ENVAIR ELECTRODYNE LTD.,  
postalCode=411026, st=Maharashtra,  
serialNumber=offba1db19d85e733299265d00f  
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cn=ANIL NAGPAL  
Date: 2023.12.12 10:14:22 +05'30'

**Anil Nagpal  
Managing Director  
DIN No.: 01302308**

**NOTICE OF POSTAL BALLOT  
(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 that the resolutions set out below are proposed for approval by the Members of M/s. Envair Electrodyne Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached. The Board of Directors has appointed Mr. Manish Ghia (Membership No. FCS 6252), Proprietor of M/s. Manish Ghia & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through 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 Universal Capital Securities Pvt Ltd (Link Intime India Private Limited) as the agency to provide e-voting facility to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Thursday, January 11<sup>th</sup>, 2024.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, 12<sup>th</sup> January, 2024.

The results of e-voting will be displayed on the Company's website a <http://www.envair.in/> and the website of RTA. The results along with along with the Scrutinizer's Report would also be intimated to BSE where the Equity Shares of the Company are listed.

**SPECIAL BUSINESS:**

**1. To approve appointment of M/s. M.L BHUWANIA AND CO LLP as statutory auditors of the Company to fill up casual vacancy caused by resignation of M/s. VIPUL M SHAH AND ASSOCIATES, Chartered Accountants**

To consider and if thought fit, to accord assent/ dissent to 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 read with rules made thereunder alongwith SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval of the members be and is hereby accorded to the appointment of M/s., **M.L BHUWANIA AND CO LLP** Chartered Accountants (Firm Registration No. **101484W/W100197**) as Statutory Auditors of the Company with effect from 9<sup>th</sup> November 2023 to fill up casual vacancy caused by the resignation of M/s. **M/s. VIPUL M SHAH AND ASSOCIATES** until the conclusion of the 42<sup>nd</sup> Annual General Meeting, to be held in 2024, at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them”.

**2. Appointment of Ms. Rashmi Sharma (DIN-10383903) as an Independent Director.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the

# ENVAIR ELECTRODYNE LTD.



Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board, Ms. Rashmi Sharma (DIN-10383903) who was appointed as an Additional Director of the Company by the Board w.e.f. 9<sup>th</sup> November, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation, on the Board for a term of five (5) consecutive years up to 8<sup>th</sup> November 2028.

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

Date: 11-12-2023

Place: Pune

By Order of the Board  
For Envair Electrodyne Limited

Sd/-

ANIL NAGPAL  
Managing Director  
DIN No.: 01302308

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 8<sup>th</sup> DECEMBER 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. It is however clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Universal Capital Securities Pvt Ltd (Link Intime India Private Limited) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. The e-voting period commences at 10:00 a.m. (IST) on 13<sup>th</sup> December 2023 and ends at 5:00 p.m. (IST) on 11<sup>th</sup> January 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 11<sup>th</sup> January 2024.
8. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

#### **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL:**

#### **METHOD 1 – If registered with CDSL Easi/Easiest facility**

##### **Users who have registered for Easi/Easiest facility**

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **OR**

##### **Users not registered for Easi/Easiest facility**

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:
  - A. User ID:**  
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

  - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

o Click on **'Login'** under **'Corporate Body/ Custodian/Mutual Fund'** tab and further Click **'forgot password?'**

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013**

**Item No. 1**

**M/s. VIPUL M SHAH AND ASSOCIATES**, the Auditors of the Company have resigned as statutory auditors of the Company with effect from 18<sup>th</sup> September 2023, thereby resulting in a casual vacancy in the office of Auditors. They have sited their resignation due their inability to continue as statutory auditor of the company.

In terms of the provision of Section 139(8) of the Companies Act, a casual vacancy arising due to resignation of Auditor can be filled by the Board of Directors within 30 days, subject to approval of Shareholders at a general meeting convened within three months of the recommendation of the Board and the Auditor so appointed shall hold the office till the conclusion of the next annual general meeting. In order to fill up the casual vacancy caused by the resignation of the auditors, the Board of Directors of the Company ('the Board'), upon recommendation of the Audit Committee ('the Committee') at its meeting held on 9<sup>th</sup> November 2023, have appointed **M.L BHUWANIA AND CO LLP** Chartered Accountants (Firm Registration No. **101484W/W100197**) as the Auditors of the Company, until the conclusion of next Annual General Meeting i.e. 42<sup>nd</sup> Annual General Meeting, to be held in 2024. It is proposed to pay an audit fee of Rs. 3 Lacs per annum and applicable taxes for the year 2023-24, which would be commensurate with the Company's business and the efforts expected to be put in by the new auditors. The proposed fees of new auditor is equilateral to the fees paid to previous auditor there in only a increase of Rs. 10,000 in new Auditor remuneration because of the increase of inflation in market trends.

**M.L BHUWANIA AND CO LLP** Chartered Accountants (Firm Registration No. **101484W/W100197**) Firm registered with The Institute of Chartered Accountants of India ("ICAI") firm is an independent member firm of GGI (previously known as Geneva Group International), a global alliance of independent and leading law, accounting, audit, management consulting and trust firms. GGI was established in 1995 and is ranked as the 2nd largest in the list of associations and alliances worldwide as per the latest survey of international networks and associations carried out by the Accountancy Magazine **M.L BHUWANIA AND CO LLP**, Chartered Accountants, have been subjected to peer review process by The Institute of Chartered Accountants of India and has received a Certificate of Peer Review. M/s **M.L BHUWANIA AND CO LLP**, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139 & 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board was of the view that M/s **M.L BHUWANIA AND CO LLP** have sufficient experience and expertise to perform their duties as the statutory auditors and therefore appointed M/s **M.L BHUWANIA AND CO LLP** to fill up the casual vacancy caused by the resignation of M/s Vipul M Shah & Associates.

The appointment of M/s. **M.L BHUWANIA AND CO LLP**, Chartered Accountants as auditors in a casual vacancy would require approval from the shareholders by way of an ordinary resolution in terms of provisions of Section 139(8) of the Companies Act, 2013, read with applicable rules framed thereunder. Accordingly, your directors recommend and seek your approval to the resolution as set out in item no. 1 of the accompanying notice by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Resolution for approval of the members by way of an Ordinary Resolution.

## **Item No. 2**

### **Appointment of Ms. Rashmi Sharma (DIN-10383903) as an Independent Director**

The Board, based on the recommendations of the Nomination & Remuneration Committee ("NRC"), at its meeting held on 9<sup>th</sup> November 2023 had appointed Ms. Rashmi Sharma (DIN-10383903) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from 9<sup>th</sup> November 2023 till 8<sup>th</sup> November 2028, not liable to retire by rotation, subject to approval of the Shareholders. The Company has received, inter alia, the following consents, declarations and confirmations from Ms. Rashmi Sharma with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- Confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Ms. Rashmi Sharma is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Director of the Company.

The terms and conditions of appointment of Ms. Rashmi Sharma as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@envair.in Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

**Ms. Rashmi Sharma brief profile is given below:**

She is Enrolled as an Advocate with the Bar Council of Himachal Pradesh and registered as Member of the Himachal Pradesh High Court Bar Association, Shimla since 2004. Employment Record Experience Period: She has done B.A, LLB, PG DPM & LW & Practicing as lawyer for last 18 years in the Hon'ble High Court of Himachal Pradesh at Shimla. She is Practicing in taxation law for last 18 years before the various authorities and Hon'ble High Court of Himachal Pradesh at Shimla.

Considering the qualifications, positive attributes, experience, expertise and independence of Ms. Rashmi Sharma, the Board and its Nomination & Remuneration Committee have recommended her appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years up to 8<sup>th</sup> November, 2028 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

The Board recommends the special resolution set forth at Item No. 2 for the approval of the Members.

**By Order of the Board**  
For **Envair Electrodyne Limited**

**Date: 11-12-2023**

**Place: Pune**

SD/-  
ANIL NAGPAL  
Managing Director  
(DIN:01302308)