

# ENVAIR ELECTRODYNE LTD.



Enriching Environment

06<sup>th</sup> September 2023

To,  
The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street  
Mumbai - 400 001

**Security Code No.: 500246**

**Sub: Intimation of 41<sup>st</sup> Annual General Meeting (AGM) to be held on Saturday 30<sup>th</sup> September 2023**

Dear Sir/Madam,

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice convening 41<sup>st</sup> Annual General Meeting of the members of the Company, scheduled to be held on Saturday, 30th September, 2023 AT 11.00 a.m. through Video Conference / Other Audio Visual Means, in accordance with the Circulars issued by the Ministry of Corporate Affairs ('MCA'), and by the Securities and Exchange Board of India ('SEBI') , to transact the business as set out therein.

We request you to take the above information for your records.

Thanking You,

Yours Faithfully,

**FOR ENVAIR ELECTRODYNE LIMITED**

**HARISH KUMAR AGARWAL**  
Director  
(DIN: 02185002)

**NOTICE**

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Notice is hereby given that the **41<sup>ST</sup> Annual General Meeting** of Envair Electrodyne Limited will be held on 30<sup>th</sup> September, 2023 at 11.00 a.m. through video conferencing or other Audio visual means. The Venue of the meeting shall be deemed to be the Registered office of the Company situated at Office No 123, Wing A Sohrab Hall, 21 Sasoon Road Pune- 411001 to transact the following business: -

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023 together with the Board's Report & Auditor's Report thereon.
2. To appoint a Director in place of Mr. Anil Nagpal (DIN: 01302308) who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:**

1. To re-appoint Mr. Anil Nagpal (DIN: 01302308), as a Managing Director of the Company for a period of Two years.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anil Nagpal (DIN: 01302308), as Managing Director of the Company for a period of 2 Years with effect from conclusion of this AGM on such terms and conditions as may be agreed between the Board and Mr. Anil Nagpal.”

**RESOLVED FURTHER THAT** Any director of the Company be and is hereby authorized to do all such acts deeds and things to give effect to the above resolution.”

2. To appoint Mr. Satish Kumar Avasthi (DIN:10242262) as an Independent Director for a period of Five years.

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Mr. Satish Kumar Avasthi (DIN:10242262) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 7th August 2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has

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submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 07th August 2023, whose period of office will not be liable to determination by retirement of directors by rotation.

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

By order of the Board of Directors

For **ENVAIR ELECTRODYNE LIMITED.**

**SD/-**

**HARISH AGARWAL**

**Director**

DIN: 02185002

Place: Chandigarh

Date: 06<sup>th</sup> September 2023

**NOTES:**

1. The Ministry of company Affairs (“MCA”) has vide its circular no.10/2022 dated 28 December 2022 read together with circulars dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021 and 5 May 2022 (“MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
  2. The Members can join the 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 (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.
  3. The attendance of the members attending the AGM through VC/ OAVM will be count for the purpose of reckoning the quorum under section 103 of the Companies Act 2013.
  4. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.
  5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.evair.in](http://www.evair.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Link Intime India Private Limited (“LIPL”). (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  6. The Explanatory statement pursuant to section 102 of Companies Act 2013 which sets out
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details relating to special business at the meeting is annexed and forms part of notice.

7. The Register of Members and share transfer books of the Company will remain closed from 24.09.2023 to 30.09.2023 (both days inclusive).
8. E-voting facility to all the Members has been provided through the E-voting platform of Link Intime India Private Limited ("LI IPL"). and the company has appointed Mr. Manish Ghia (Membership No. FCS 6252), Proprietor of M/s. Manish Ghia & Associates, Practicing Company Secretaries as Scrutinizer for the E-voting process. Instructions & manner of the process have been detailed in the enclosures forwarded to all members. The Scrutinizer will make a report to the Chairman of the Company, of the votes cast in favour & against and the results on the resolutions along with Scrutinizer's report will be available on the Website of the company within two working days of the same being passed.
9. In compliance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, the physical shareholders are requested to furnish their PAN, KYC and Nomination details for updation to the Registrar and Transfer Agent of the Company (RTA).
10. Members of the Company are requested to note that pursuant to section 124(6) of the Act, in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company within a period of 30 days of such shares becoming due to transferred to IEPF. Please note that the dividend remaining unclaimed / unpaid for a period of seven years from the date of its transfer to Unclaimed Dividend Account shall be credited to the Investor Education and Protection Fund ('the Fund') set up by the Central Government. The members who have so far not claimed the dividends declared for the Financial Years 2012-13 are requested to make their claim with the Company immediately. The Company has uploaded the details of such shareholders on the website of the Company at [www.envair.in](http://www.envair.in). Further, the members who have not encashed dividend in previous consecutive seven years are requested to approach the Company at [cs@envair.in](mailto:cs@envair.in) for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
11. As the 41<sup>st</sup> AGM is being held through VC therefore the route map is not annexed to this notice.
12. For any other queries relation to the shares of the Company, you may contact the share transfer agent at the following address:

Universal Capital Securities Pvt. Ltd.  
(Registrar & Share Transfer Agent)  
C 101, 247 Park,  
LBS Road, Vikhroli West,  
Mumbai – 400083.  
Tel Nos.: (022) 28207203-05  
Fax No.: (022) 28207207  
Email id : [info@unisec.in](mailto:info@unisec.in)

**13. Voting through Electronic Means:**

In compliance with section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility which will enable the members to cast their vote electronically. The facility of casting the votes by the Members using an electronic voting system prior to AGM and during the AGM will be provided by Link Intime India Private Limited ("LI IPL").

The instructions for members for voting electronically are given further below:

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- (i) The voting period begins on Wednesday, 27<sup>th</sup> September 2023 at 9.00 a.m. and ends on Friday, 29<sup>th</sup> September 2023 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 Saturday, 23<sup>rd</sup> September 2023 may cast their vote electronically.
- (ii) Shareholders who have already voted prior to the meeting date may also attend / participate in the AGM through VC / OVAM but would not be entitled to cast their vote again.

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

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:**

##### **1. Individual Shareholders holding securities in demat mode with NSDL.**

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>

Select "Register Online for IDeAS Portal" or click at

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

##### **3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:**

<https://eservices.nsdl.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 held 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 e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

##### **2. Individual Shareholders holding securities in demat mode with CDSL**

1. Existing Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the

user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.'

3. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. Open the internet browser and launch the 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/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. \*Shareholders holding shares in Demat 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**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

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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:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the evoting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

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.

**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. **Individual Shareholders holding securities in Physical mode has forgotten the password:** If an Individual Shareholders holding securities in Physical 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> 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 minimum 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

**Helpdesk details**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 - 4886 7000 and 022 - 2499 7000 Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**Login type**

Individual Shareholders holding securities in demat mode with NSDL

Individual Shareholders holding securities in demat mode with CDSL

**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.

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Ø It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Ø For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

Ø During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**15. Process and manner for attending the Annual General Meeting through InstaMeet:**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

▶ Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No • Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID • Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**16. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id : [cs@envair.in](mailto:cs@envair.in)

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**17. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on

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'Submit'.

iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

iv. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

v. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**18.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members.

By order of the Board of Directors  
For **ENVAIR ELECTRODYNE LIMITED.**

**SD/-**  
**HARISH AGARWAL**  
**Director**  
DIN: 02185002

Place: Chandigarh  
Date: 06<sup>th</sup> September 2023

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## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

**ITEM NO. 2 of Ordinary Business:**

**Information, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of directors, is as below:**

<b>Name of the Director</b>	Mr. Anil Nagpal
<b>DIN</b>	01302308
<b>Date of Birth</b>	24/03/1959
<b>Date of first appointment on the Board</b>	11/05/2018
<b>Category</b>	Managing Director
<b>Remuneration</b>	0
<b>Nature of expertise in specific functional areas and Experience</b>	Mr. Anil has an experience of more than 30 years in the business of Supply Chain, Logistics and Manufacturing of Pharmaceuticals & FMCG goods. He has implemented green field projects for ICI plc UK, Johnson & Johnson & Unilever – Passion to venture into new projects to diversify and accept technology as tools of change has taken the group turnover to Rs. 400 million.
<b>Qualification</b>	A Commerce Graduate with a Business Management Degree from , Punjab University, Chandigarh,
<b>Number of shares held in the Company</b>	1234745
<b>Directorship held in other Companies</b>	NIL
<b>Relationships between Directors inter-se</b>	None

**(ii) Details of Other Directorships and Committee memberships held by Mr. Anil Nagpal:**

<b>Sr. No.</b>	<b>Name of the Company in which she is a director</b>	<b>Details of Committee Membership / Chairmanship in the Company</b>
1.	Envair Electrodyne Limited	<b>Member of Stake Holder committee and Audit committee</b>

2.	Aaa Constructions Private Limited	NA
3.	Duratech Cements India Limited	NA
4.	Alliance World Manufacturing Limited	Member of Audit committee
5.	Alliance India Consumer Products Private Limited	NA
6.	Imperial Marketing Services India Pvt Ltd	NA

### ITEM NO. 1 of Special Business

i) The members are notified that it is proposed to reappoint Mr. Anil Nagpal as Managing Director of the Company. The Members may note that the tenure of appointment of Mr. Anil Nagpal, Managing Director is a period of 2 (Two years), i.e., effective from 30<sup>th</sup> September, 2023 to 30<sup>th</sup> September, 2025 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Anil Nagpal signifying his willingness to be reappointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law. The essential terms and condition of his appointment and remuneration are as under;

Sr. No.	Requirement	Disclosures
1.	Name (DIN)	Mr. Anil Nagpal 01302308
2.	Reason for Reappointment	Mr. Anil Nagpal has been a pillar of the company in the field of Administration, Taxation, finance, accounting and Legal. He is a person of high integrity and complete honesty.
3.	Date of Reappointment & Terms of appointment	Date of Re Appointment: 31 <sup>st</sup> August 2023 ( By board)  Terms of appointment: Re-Appointed as a Managing Director of the Company by the board subject to the approval of shareholders of the Company at the Annual General Meeting. <b>Retire by rotation</b> • Liable to retire by rotation <b>Duties:</b> • To adhere as provided under Section 166 of the Act. <b>Code of Conduct:</b> • Abide by the Code of Conduct devised by the Company. <b>Remuneration:</b> Nil
4.	Brief Profile and Expertise	Mr. Anil has an experience of more than 30 years in the business of Supply Chain, Logistics and Manufacturing of Pharmaceuticals & FMCG goods. He has implemented green field projects for ICI plc UK, Johnson & Johnson & Unilever – Passion to venture into new projects to diversify and accept technology as tools of change has taken the group turnover to Rs. 400 million.
5.	Disclosure of relationship between Directors (in case appointment of a Director)	Mr. Anil Nagpal is not related to any existing directors of the Company.

6.	Information as required pursuant to BSE Circular Vide Ref No.LIST/COMP/14/2018-19 and the National Exchange of India Limited Vide Ref. No. NSE/CML/2018/24, both dated June 20, 2018.	Mr. Anil Nagpal is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board or any other.
7.	Number of shares held in the Company	12,34,745

**(ii) Details of Other Directorships and Committee memberships held by Mr. Anil Nagpal:**

Sr. No.	Name of the Company in which she is a director	Details of Committee Membership / Chairmanship in the Company
1.	Envair Electrodyne Limited	Member of Stake Holder committee and Audit committee
2.	Aaa Constructions Private Limited	NA
3.	Duratech Cements India Limited	NA
4.	Alliance World Manufacturing Limited	Member of Audit committee
5.	Alliance India Consumer Products Private Limited	NA
6.	Imperial Marketing Services India Pvt Ltd	NA

**ITEM NO. 2 of Special Business**

(i) In pursuance to the provisions of Section 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under, Regulation 16 (1) (b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide their resolution dated 7th August 2023, appointed Mr. Satish Kumar Avasthi (DIN:10242262) as an Additional Non-Executive Independent Director of the Company with effect from 7th August 2023 to hold office up to the date of the ensuing Annual General Meeting.

The Company has also received: -

i. the consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and

ii. an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified to act as a Director under Section 164(2) of the Companies Act, 2013;

iii. A declaration that he meets the criteria of Independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

iv. a declaration to the effect that he is not debarred from holding the office of Director pursuant to any

Order issued by the Securities and Exchange Board of India (SEBI).

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Satish Kumar Avasthi's vast knowledge and varied experience will be of great value to the Company and would be beneficial to the overall functioning of the Company.

As on date of this notice, Mr. Satish Kumar Avasthi does not hold any shares in the Company and is not related to any of the Directors / Key Managerial Personnel of the Company.

A brief profile of Mr. Satish Kumar Avasthi including the nature of his expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 is annexed to the Notice convening the AGM.

Except Mr. Satish Kumar Avasthi, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

The Board of Directors recommend the passing of Special Resolution as set out in Item No. 2 of the accompanying notice relating to the appointment of Mr. Satish Kumar Avasthi as a Non-Executive Independent Director of the Company for the approval of the members.

(ii) Information, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of directors, is as below:

<b>Name of the Director</b>	Satish Kumar Avasthi
<b>DIN</b>	10242262
<b>Date of Birth</b>	02/04/1951
<b>Date of Appointment</b>	07 <sup>th</sup> August 2023
<b>Category</b>	Independent Director
<b>Qualification</b>	M.Sc, M.Phil, L.L.B
<b>Nature of expertise in specific functional areas and Experience</b>	<p>1. Experience Period: <b>1978 – 2009 ( 30 years ) Employer: Govt. of Himachal Pradesh, Department of Excise and Taxation Position Held</b> : After recruitment as Excise and Taxation Officer , finally retired as Additional Excise and Taxation Commissioner in 2009</p> <p><b>2. Advocate and Consultant</b> Period: <b>2009 to date (14 years):</b> After retirement from the Govt. service, presently working as an advocate and consultant , dealing with the matters related to State Excise , VAT , GST &amp; other State Taxes , mining laws and environment laws at various appellate forums and the Hon'ble High Court of HP.</p>
<b>Number of shares held in the Company</b>	NIL
<b>Directorship held in other Companies</b>	NIL
<b>Relationships between Directors inter-se</b>	None

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<b>Skills and capabilities required for the role</b>	He is a qualified lawyer with good work experience in corporate and government sector. His incredible work experience will be a great boon in taking vital decisions for the Company in the near future.
<b>Terms of appointment</b>	<u>Retire by rotation</u> Not liable to retire by rotation <u>Duties:</u> To adhere as provided under Section 166 of the Act. <u>Code of Conduct:</u> Abide by the Code of Conduct devised by the Company. <u>Remuneration:</u> Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereto.

By order of the Board of Directors  
For **ENVAIR ELECTRODYNE LIMITED.**

**SD/-**

**HARISH AGARWAL**

**Director**

DIN: 02185002

Place: Chandigarh

Date: 06<sup>th</sup> September 2023

