



## NOTICE

**NOTICE** is hereby given that the **Forty Fifth Annual General Meeting** of the Company will be held on **Thursday, 28<sup>th</sup> September, 2023 at 11.00 a.m.** at the Registered Office of the Company at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362030 to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider, and adopt
  - The Audited standalone financial statement of the Company for the financial year ended on **31<sup>st</sup> March, 2023** together with report of the Board of Directors and Auditors thereon and;
  - The Audited consolidated financial statement of the Company for the financial year ended on **31<sup>st</sup> March, 2023** together with report of Auditors thereon.
- To appoint a director in place of **Mr. Rajan R. Bambhania (DIN No.:00146211)** who, retires by rotation and being eligible offers himself for re- appointment.
- To appoint a director in place of **Mr. Hiren N Vadgama (DIN No.:00145992)** who, retires by rotation and being eligible offers himself for re- appointment.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Hiren Narottam Vadgama (DIN No.: 00145992)** as **Chairman & Executive Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01<sup>st</sup> August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Hiren Narottam Vadgama**, subject to the same not exceeding the limits specified under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof.

**“FURTHER RESOLVED THAT** he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

**“FURTHER RESOLVED THAT** the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”
- To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint of **Mr. Rajan Ramniklal Bambhania (DIN: 00146211)** as **Managing Director** of the Company for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from 01<sup>st</sup> August, 2023 on the term and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to **Mr. Rajan Ramniklal Bambhania**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**“FURTHER RESOLVED THAT** he be and is paid usual perquisites as paid to other employees including allowances as allowable under Income tax Act 1961.

**“FURTHER RESOLVED THAT** the remuneration payable under schedule V to the Companies Act,2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.
- To consider, and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel)



Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for remuneration paid/ payable to **Mr. JIGNESH SHASHIKANT THANKI DIN 00146168 who was appointed as Director (Technical)** of the Company for a period of 5 (five) years from 1<sup>st</sup> November, 2022 to 30<sup>th</sup> October, 2027 as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee to the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit with effect from 1<sup>st</sup> August, 2023 to the expiry of his terms and as may be acceptable to **Mr. JIGNESH SHASHIKANT THANKI**, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**"FURTHER RESOLVED THAT** he be and is paid usual prerequisites as paid to other employees including allowances as allowable under Income tax Act 1961.

**"FURTHER RESOLVED THAT** the remuneration payable under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof shall be the minimum remuneration payable to him in case of inadequacy of profit of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorised on their behalf be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, **MR. DHIREN TARACHAND MITHANI, DIN 10265723** who was appointed as an Additional Independent Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on **14<sup>th</sup> August, 2023**, and who holds office up to the conclusion of the ensuing Annual General meeting and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(l)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing the candidature of **MR. DHIREN TARACHAND MITHANI, DIN 10265723** for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guideline.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

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

**"RESOLVED THAT** in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs 40,000/- (Rupees Forty Thousands only) per annum plus tax as may be applicable and reimbursement of out of pocket expenses to be paid to M/s **SAGAR M. KAPADIYA & COMPANY**, Cost Accountant, Rajkot (Registration No. 103615 ) being the Cost Auditors appointed by the Board of Directors to conduct audit of the cost records of the Company for the Financial Year 2023-24 be and hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

**Rajan R Bambhanian**  
Managing Director

Place : Patla, Junagadh  
Date: 30<sup>th</sup> May, 2023

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM SELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority and under its seal as may be applicable



- The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting.
  - A proxy form is being sent herewith.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Friday, 22nd September, 2023 to Thursday, 28th September, 2023** (Both days inclusive).
  3. Any change in bank particulars and /or address are required to intimate to their depository participant in case of holding of shares in electronic form or to the Company's Registrar and Share Transfer agents, Link Intime India Pvt. Ltd, C-101 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 in case of holding of shares in physical mode.
  4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained periodically from the concerned Depository Participant and the same should be verified.
  5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
  6. Details under **Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
  7. Resolutions at item No. 4 to 8 of special business accompanying this notice were passed by Board of Directors at their meeting held on Monday, 14<sup>th</sup> August, 2013 and the same are being sent to the members of the Company being sought your approval.
  8. Electronic copy of the Annual Report for the financial year ended on **31<sup>st</sup> March, 2023** is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
  9. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for the financial year ended on **31<sup>st</sup> March, 2023** will also be available on the Company's website <http://www.aec.com> for their downloads. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
  10. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) to receive the soft copy of the Annual Report by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
  11. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
  12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
  13. Relevant documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Friday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.
  14. (a) The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2014-15 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of the unclaimed and unpaid dividends amounts lying with the Company as **on 28<sup>th</sup> September, 2023 (date of previous Annual General Meeting)** on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in).
  15. (a) Adhering to the various requirements as set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31<sup>st</sup> March, 2022. Details of shares transferred to the IEPF Authority are available on the website of the Company at <http://www.aec.com>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
    - (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. The concerned members/investors are advised to visit the web link: <http://iepf.gov.in/iepfa/refund.html> or contact our R & T M/s Link Intime India Private Limited for lodging claim for refund of shares and / or dividend from the IEPF Authority
    - (c) The amount outstanding in unpaid dividend account in respect of financial year 2016 and shares where dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government. The Company has placed on its website <http://www.aec.com> the information on unclaimed dividends.



16. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 1<sup>st</sup> April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
17. Members holding shares in single name in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination form can be downloaded from the Company's website <http://www.aec.com> under the section "Investor Relations".
18. The Company proposed to dispense with the requirement of sending physical copy of annual report in permissible mode to the shareholders holding shares in physical mode as per **SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 Dated: 13.05.2022 on Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA vide Circular dated May 05, 2022 as amended from time to time.**
19. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 and Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, has allowed Companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode at the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, the Company has proposed to send future communications in electronic mode at the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode, you have the benefit of receiving communications promptly and avoiding loss in postal transit.

## 20. INSTRUCTION FOR E-VOTING:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended till date, the Company is pleased to provide e-voting facility which will enable the members to exercise their rights to vote at the 45<sup>th</sup> Annual General Meeting (AGM) by electronic means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on **Monday, 25<sup>th</sup> September, 2023 (9.00 am)** and ends on **Wednesday, 27<sup>th</sup> September, 2023 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 21<sup>st</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

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



| <b>Type of shareholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b>                                     | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>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></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 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.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>                                     | <ol style="list-style-type: none"> <li>5) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>6) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>7) 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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &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. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>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 toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>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         |

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>  |
|---|---|
| PAN   | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                 |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.





- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@aec.com](mailto:info@aec.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

1. For Physical shareholders- please provide necessary details like Folio 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 **Company/RTA email id**.
2. For Demat shareholders - , Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**(B) OTHERS:**

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company
- ii. **PCS Kaushik Jayantilal Shah of M/s K J Shah & Company, Practicing Company Secretary FCS 2420; CP No: 1414** of 305, Hrishikesh II, Opp. Municipal School, Near Navrangpura Bus Stop, Navrangpura, Ahmedabad 380009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- iii. The Scrutinizers shall, immediately after the conclusion of voting at the general meeting first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- iv. The results declared along with the scrutinizer’s report shall be placed on the Company’s website <http://www.aec.com> and on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

**Company’s Details:**

**AUSTIN ENGINEERING COMPANY LIMITED**

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India

**CIN:** L27259GJ1978PLC003179

**E-mail ID:** [info@aec.com](mailto:info@aec.com)



**Registrar and Transfer Agent:****LINK INTIME INDIA PRIVATE LIMITED**

C-101 247 Park, LBS Marg,  
Vikhroli (West), Mumbai – 400083  
Phone No.: +91 8108116767  
Fax No.: 91 22 49186060  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**E-Voting Agency: Central Depository Services (India) Limited**

E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer: CS K J Shah of M/S K J Shah & Company**

Practicing Company Secretary  
E-mail ID: [kjshahco@gmail.com](mailto:kjshahco@gmail.com)

**RESUME OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AND DIRECTORS APPOINTED SINCE LAST AGM**

| Particulars   | Mr. Rajan R Bambhania | Mr. Hiren N Vadgama | Ms. Dhiren T Mithani               |
|---|-----------------------|---------------------|------------------------------------|
| Date of Birth   | 29-08-1976            | 26-11-1972          | 12-08-1967                         |
| Appointed on  | 01-02-2008            | 10-08-2020          | 14-08-2023                         |
| Qualifications  | D.M.E.                | D.M.E.              | B.com                              |
| Expertise in Specific Functional Areas                                    | Engineering           | Engineering         | Direct Tax Practice and Accounting |
| Directorship held in other Public Companies (excluding Foreign Companies) | Yes                   | Yes                 | No                                 |
| Membership / Chairmanship of Committees across Public Companies           | No.                   | No.                 | No                                 |
| Shareholding  | 60300                 | 45405               | Nil                                |

By Order of the Board of Directors

Place: Patla, Junagadh  
Date: 30<sup>th</sup> May, 2023

Sd/-  
Rajan R Bambhania  
Managing Director

**ANNEXURE TO THE NOTICE**

(Explanatory statement pursuant to section 102 of the companies Act, 2013)

**Item No. 4, 5 & 6:**

Mr. Hiren Narottam Vadgama DIN 00145992 was appointed as **Executive Director** of the Company at its **42<sup>nd</sup> Annual General Meeting** held on **Monday, 28<sup>th</sup> September, 2020** to fill up the casual vacancy caused on account of the resignation of **Mr. Narottam Chhaganlal Vadgama** for the remaining tenure which expired on **31<sup>st</sup> July, 2023**. He is presently drawing salary of **Rs 250000/-** per month and **your approval is also being sought for the said remuneration as Special Resolution.**

Mr. Rajan Ramniklal Bambhania DIN 00146211 was reappointed as **Managing Director** of the Company at its **40<sup>th</sup> Annual General Meeting** held on **Wednesday 26<sup>th</sup> September, 2018** for a period of 5 (five) consecutive years which expired on **31<sup>st</sup> July, 2023**. He is presently drawing salary of **Rs 95000/-** per month. and **your approval is being sought for remuneration as Special Resolution.**

Mr. Jignesh Shashikant Thanki DIN 00146168 was appointed as **Whole-time Director** designated as **Director (Technical)** pursuant to the **postal notice** given under Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, for a period of 5 (five) years which shall expire on **30<sup>th</sup> October, 2027**. He is presently drawing salary of **Rs 250000/-** per month and **your approval is also being sought for the said remuneration as Special Resolution.**

The Board of Directors on recommendation of Nomination and Remuneration Committee re-appointed **Mr. Hiren N Vadgama as Executive Director** and **Mr. Rajan R Bambhania as Managing Director** for a period of 5 (five) consecutive years with effect from **01<sup>st</sup> August, 2023**.







Your approval is therefore sought as recommended by Nomination and Remuneration Committee.

**The terms proposed for all Whole-tome Directors as set out at Item No. 4, 5 and 6 are detailed here under:**

1. Tenure of Appointment **Mr. Rajan R Bambhanias as Managing Director and Mr. Hiren N Vadgama as Executive Director** shall be for 5 (five) consecutive years with effect from **01<sup>st</sup> August, 2023.**
2. The terms of remuneration are detailed here under:

|                          |  |
|--------------------------|--|
| <b>Basic Salary</b>      | Rs. 2,50,000/- per month for <b>Mr. Hiren N Vadgama and Mr. Jignesh S Thanki (Presently drawing the same remuneration)</b><br>Rs 1,00,000/- per month for <b>Mr. Rajan R Bambhanias</b><br>(With increments as the Board may decide from time to time within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof) |
| <b>Performance Bonus</b> | Up to 10% of the Net Profits of the Company or such other quantum of the Net Profits of the Company as may be approved by the Board of Directors at each financial year but within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof)   |
| <b>Commission</b>        | Up to 5% of the Net Profits of the Company or such other quantum of the Net Profits of the Company as may be approved by the Board of Directors at each financial year but within the limit of schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof)  |
| <b>Perquisites:</b>      | In addition to the salary and performance bonus, the following perquisites mentioned in Category A, Category B and Category C shall be allowed and the total value of perquisites shall be restricted to an amount equal to the annual salary.   |

**Category A**

|   |   |
|---|---|
| <b>Leave Travel Assistance: -</b>                       | For Self and Family in accordance with the Policy of the Company or as may be decided by the Board from time to time.<br>Family means the spouse, the dependent children and dependent parents. |
| <b>Club Fee: -</b>                                      | The Company shall pay and/or Reimburse Fees and expenses (excluding Admission and Life Membership Fees) of maximum two clubs.   |
| <b>Mediclam and Personal Accident Insurance Premium</b> | The Company shall pay Mediclam and Personal Accident Insurance Policy as per the rules of the Company or as may be decided by the Board from time to time.                                      |

**Category B**

|                       |  |
|-----------------------|--|
| <b>Provident Fund</b> | The Company shall make contribution to Provident Fund, Superannuation Fund or Annuity fund (as per the rules of the Company) to the extent these either singly or put together are not taxable under the Income Tax Act. |
| <b>Gratuity</b>       | The Company shall pay gratuity at the rate not exceeding half a month's salary for each completed year of service subject to maximum amount permissible under the Payment of Gratuity Act, 1972 from time to time.       |

**Category C**

|  |   |
|--|---|
| <b>Car</b>   | The Company shall provide a car with driver at the entire cost of the Company for personal use and office work. The Company shall bill use of car for private purposes. |
| <b>Entertainment and all Other Expenses</b>  | Reimbursement of entertainment and all other expenses actually and properly incurred in the course of business of the Company.  |
| <b>No Sitting Fees</b>   | No sitting fee will be paid for attending meetings of the Board or Committee thereof  |
| In case of inadequacy of Profit /Loss during the period of appointment, the remuneration payable to they shall be paid as per limit prescribed in Schedule V of the Companies Act, 2013 or any modification(s) or re-enactment(s) thereto.   |   |
| The remuneration referred to above is subject to provisions of Section 197 prescribed under the Act, Rules and in Schedule V to the Companies Act, 2013, which has been amended from time to time and includes lastly amended through notification of the MCA as of 12 September 2018. |   |
| In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.   |   |

None of the directors except **Mr. Hiren N Vadgama, Mr. Rajan R Bambhanias and Mr. Jignesh S Thanki** may be deemed to be concerned or interested in the said resolution.

The above statement may be treated as an abstract of the term and memorandum of interest under section



**Item No. 7:**

Pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **MR. DHIREN TARACHAND MITHANI, DIN 10265723** on recommendation of Nomination and Remuneration Committee was appointed by the Board as an additional director of the Company in independent capacity with effect from **14<sup>th</sup> August, 2023** and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”).

Keeping in view of his vast experience, expertise, and knowledge in the field of Finance and Taxation of **MR. DHIREN TARACHAND MITHANI**, your directors recommend for his appointment as Non-executive Independent Director of the Company not liable to retire by rotation for a period of 5 (Five) consecutive years with effect from **14<sup>th</sup> August, 2023** under **Item No. 7** of the Notice as **Special Resolution**.

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) read with 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of shareholders by way of Special resolution for appointment of a person on the Board of Directors as Independent Director is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from **Mr. Dhiren Mithani** to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations.

**Mr. Mithani** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective of independent judgement and without any external influence.

**Mr. Mithani** has given his consent to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

In the opinion of the Board, **Mr. Mithani** fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

**Mr. Mithani** does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions is annexed to this Notice.

A copy of the draft letter of appointment of **Mr. Mithani** setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this **Special Resolution**.

Your directors recommend the passing of the resolution for your approval by way of **Special Resolution**.

**Item No. 8:**

The Board, on the recommendation of the Audit Committee, has approved in their meeting held on August 14, 2023 the appointment of M/s **SAGAR M. KAPADIYA & COMPANY**, Cost Accountant, Rajkot (Registration No. 103615) as the Cost Auditors of the Company to audit the cost records of the Company for the financial year ending on March 31, 2024 at a remuneration of Rs 40000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the members of the Company.

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

The Board accordingly, recommends the members for passing of the resolution as set out at item No: 8 of the Notice as an **Ordinary Resolution**.

