

AXTEL INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of Axtel Industries Limited will be held at 11.00 a.m. on Wednesday, 25th September, 2019 at the Registered Office of the Company situated at Vadodara-Halol Highway, Baska, Panchmahal-389350, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Ameet Nalin Parikh (DIN 00007036), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend for the financial year ended 31st March, 2019.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other provisions applicable, if any, of the Companies Act, 2013 and the rules made thereunder read with schedule IV of the Companies Act, 2013, Shri Sandeep Lalwani (DIN – 01679803) whose first term of five years as independent director expired on 31st March, 2019 and appointed as Additional Director (Independent Director) with effect from 1st April, 2019 by the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of independent director, be and is hereby re-appointed as Independent Director of the Company to hold office for five consecutive years up to 31st March, 2024.

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

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other provisions applicable, if any, of the Companies Act, 2013 and the rules made thereunder read with schedule IV of the Companies Act, 2013, Mr. Nimish Patel (DIN: 00029353), who was appointed as Additional Director (Independent Director) with effect from 5th November, 2018 will cease at the ensuing annual

general meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years up to 4th November, 2023.

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

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other provisions applicable, if any, of the Companies Act, 2013 and the rules made thereunder read with schedule IV of the Companies Act, 2013, Mrs. Deepti Sharma (DIN: 03630613) who was appointed as Additional Director (Independent Director) with effect from 5th November, 2018 will cease at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years up to 4th November, 2023.

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

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act 2013 and rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 60,000 (Rupees Sixty Thousand Only) and re-imburement of out of pocket expenses, which may be incurred by M/s K. H. Shah & Co., Cost Accountants in Practice appointed as Cost Auditor of the Company for the financial year 2019-20, be and is hereby ratified.

By the Order of the Board of Directors

Date: 27/05/2019

Registered Office :

Vadodara-Halol Highway

Baska, Panchmahal-389350

Gujarat

Ajay Naishad Desai

Executive Director

DIN: 00452821

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIM. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM IS SENT HEREWITH.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company.

Proxy submitted on behalf of the company, society etc. must be supported by an appropriate resolution/ authority as applicable.

- 2) Members should notify change in the address, if any, specifying full address in block letters with pin code of the post office.
- 3) Members seeking further information on the accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting, so that relevant information can be kept ready at the meeting.
- 4) The register of members and share transfer book will remain closed from Wednesday, the 18th September, 2019 to Wednesday, the 25th September, 2019 [both days inclusive].
- 5) Members attending the meeting are requested to bring their copy of the Annual Report.
- 6) Pursuant to Section 72 of the Companies Act, 2013, members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
- 7) 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 physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
- 8) The company has created an exclusive E-mail. Id: investors@axtelindia.com for quick redressal of shareholders/investors grievances.
- 9) In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their members through electronic mode. Therefore as was done last year, the Company proposes to send documents required to be sent to the members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, Independent Auditor's Report etc. to the members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These

documents will also be available on the Company's website www.axtelindia.com for download by the Members. The physical copies of the annual report will be made available upon receipt of a requisition from the members, any time as a member of the Company.

10) In terms of Section 152 of the Companies Act, 2013, Shri Ameet Nalin Parikh (DIN 00007036), Director retires by rotation at the ensuing annual general meeting and being eligible, offers himself for reappointment.

11) Voting through electronic means: E-voting: Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing and Disclosure Requirements), 2015, the Company is pleased to provide E-voting facility through Link Intime India Private Limited (LI IPL) as an alternative for all the members of the Company to enable them to cast their votes electronically. The instructions for E-voting are attached herewith.

12) The Board of Directors of the Company has appointed Mr. Dineshchandra Mangaldas Mehta of M/s. Dinesh Mehta & Co., Company Secretary in Practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

13) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e 18th September, 2019.

14) A person, whose name is recorded in the register of members by the depositories as on the cut-off date, i.e. 18th September, 2019 only shall be entitled to avail the facility of e-voting / Poll.

15) The e-voting facility will be available during the following period:
Commencement of e-voting : From 9.00 a.m. (IST) on 22nd September, 2019

End of e-voting : Up to 5.00 p.m. (IST) on 24th September, 2019

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) upon expiry of aforesaid period.

16) The Scrutinizer, after scrutinising the votes cast at the meeting on poll and through e-voting will, not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on

the website of the Company www.axtelindia.com and the results shall simultaneously be communicated to the Bombay Stock Exchange.

17) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting.

18) A route map along with prominent landmark for easy location to reach the venue of AGM is annexed herewith.

19) Explanatory statement setting out all material facts concerning the special business u/s102 of the Companies Act, 2013 is annexed hereto :

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins from 9.00 a.m. (IST) on 22nd September, 2019 and end e-voting at 5.00 p.m. (IST) on 24th September, 2019. 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 18th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by Link In time for voting thereafter.

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:**
Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:**
Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
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"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field / Address stickers.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

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

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

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

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

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

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Explanatory statement in respect of the special business u/s 102 of the Companies Act, 2013

Item No.4

Shri Sandeep Lalwani is Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 8th November, 2011. He is a member of Audit Committee, CSR Committee and Nomination & Remuneration Committee of the Company. He is Chartered Accountant with accounting, finance and audit background and has varied and rich experience of over 29 years. Apart from his experience in the field of accounting, finance and audit, he has been associated with other companies.

Shri Sandeep Lalwani, whose first term of five years as independent director expired on 31st March, 2019 and appointed independent director with effect from 1st April, 2019 by the Board of Directors of the Company at the meeting of the Board held on 7th February, 2019 subject to approval of shareholders by passing special resolution at the ensuing annual general meeting. Your Company has received a notice in writing from a member proposing his candidature for the office of independent director and Shri Sandeep Lalwani being eligible for re-appointment, is proposed to be re-appointed as an Independent Director of the

Company Pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 for five consecutive years for a term up to 31st March, 2024.

In the opinion of the Board, Shri Sandeep Lalwani fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his re-appointment as an Independent Director of the Company and he is independent of the management. A copy of the letter for appointment of Shri Sandeep Lalwani as an independent director setting out the terms and conditions would be available for inspection by members at the registered office of the company during normal business hours on any working day excluding Saturday and Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to re-appoint him as Independent Director of your company. Your Board recommends his re-appointment as Independent Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Shri Sandeep Lalwani is directly or indirectly concerned or interested in the above resolution.

This statement may also be regarded as a disclosure under the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.5

Shri Nimish Patel was appointed as an Additional Non-Executive Independent Director of the Company with effect from 5th November, 2018 at the meeting of the Board of Directors of the Company held on 5th November, 2018. He is a member of Audit Committee and Nomination & Remuneration Committee of the Company. He is B.S (Finance) from Bentley College, USA. He worked for Kiewit Construction Co. in Boston and New York after graduation. He was Director of Patel Engineering Limited, Mumbai for a period of 18 years.

Shri Nimish Patel will cease to be Director under section 161(1) of the Companies Act, 2013 at the ensuing AGM. Your Company has received a notice under section 160(1) of the Companies Act, 2013 from a member of the Company proposing to appoint Shri Nimish Patel as an Independent Director of the Company.

In the opinion of the Board, Shri Nimish Patel fulfils the conditions, specified in the Companies Act, 2013 and Rules made thereunder, for his appointment as an Independent Director of the Company and he is independent of the management. A copy of the letter, for appointment of Shri Nimish Patel as an independent director, setting out the terms and conditions would be available for inspection by members at the registered office of the company during normal business hours on any working day excluding Saturday and Sunday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Independent Director of your Company. Your Board recommends his appointment as Independent Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Shri Nimish Patel is directly or indirectly concerned or interested in the above resolution.

This statement may also be regarded as a disclosure under the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.6

Mrs. Deepti Sharma was appointed as an Additional Non-Executive Independent Director of the Company with effect from 5th November, 2018 at the meeting of the Board of Directors of the Company held on 5th November, 2018. She is a member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company.

Mrs. Deepti Sharma is a graduate in Science (B.Sc.), Physics, Chemistry, Mathematics, from University of Ajmer, post graduate degree in Management (M.B.A.), Major – Finance, Minor – International Marketing, from FMS, Mohanlal Sukhadia University, Udaipur, passed financial advisor module test conducted by NSE for mutual funds (AMFI recognised), Certificate course in “ Private Equity and Capital Market Financing ” from IIM Bangalore. She has vast experience in project management, financial management, risk management implementing policies for cost control, merger and acquisitions, corporate governance. She is associated with M.S.University, Vadodara as external faculty for B.B.A and P.G.D.B.M. since 1998, examination panelist with M.S. University, Vadodara for Management Studies, Post Graduate Department, a member of Board of Studies, Post graduate courses, M S University, visiting faculty at PDPU, Management Department, Gandhinagar, visiting faculty at BJVM college, Vidyanagar for Graduate, Post Graduate and M Phil courses and a member jury, Federation of Gujarat Industries for various MSME awards.

Mrs. Deepti Sharma will cease to be Director under section 161(1) of the Companies Act, 2013 at the ensuing AGM. Your Company has received a notice under section 160(1) of the Companies Act, 2013 from a member of the Company proposing to appoint Mrs. Deepti Sharma as an Independent Director of the Company.

In the opinion of the Board, Mrs. Deepti Sharma fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an

Independent Director of the Company and is independent of the management. A copy of the letter for appointment of Mrs. Deepti Sharma as an independent director setting out the terms and conditions would be available for inspection by members at the registered office of the company during normal business hours on any working day excluding Saturday and Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint her as Independent Director of your Company. Your Board recommends her appointment as Independent Director of your Company.

No Director, Key Managerial Personnel or their relatives, except Mrs. Deepti Sharma is directly or indirectly concerned or interested in the above resolution.

This statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.7

Your Company is required to appoint Cost Auditor as per section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014. Audit committee of your Company has recommended the appointment of M/s. K. H. Shah & Co., as Cost Auditor of the Company and also recommended their remuneration of Rs. 60,000 and out of pocket expenses incurred, if any. The Board of Directors of your Company has agreed with the recommendation for appointment of M/s. K. H. Shah & Co., as Cost Auditor and also their remuneration of Rs. 60,000 and out of pocket expenses incurred, if any. Your Board has appointed M/s. K. H. Shah & Co., as Cost Auditor of the Company for the financial year 2019-20.

Your Board recommends ratification of remuneration including out of expenses of Cost Auditor of your Company.

No Director, Key Managerial Personnel or their relatives, is directly or indirectly concerned or interested in the above resolution.

By the Order of the Board of Directors

Date: 27/05/2019

Registered Office:

Plot No.43/1, Village: Nurpura,
P.O. Baska, Tal. Halol - 389 350
Dist. Panchmahals, Gujarat

Ajay Naishad Desai
Executive Director
DIN: 00452821