



## NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of M/s VMS Industries Limited (“the Company”) will be held at 11.00 A.M. on Monday, 30th day of September, 2019 at the Registered Office of the Company at 808/C Pinnacle Business Park, Corporate Road, Prahladnagar, Ahmedabad-380015 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for Financial Year ended at 31st March, 2019 together with the reports of the Directors’ and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for Financial Year ended at 31st March, 2019 together with Auditors thereon.
3. To appoint Mrs. Sangeeta Jain, Whole Time Director of the Company (DIN: 00125273), liable to retire by rotation and being eligible, offers herself for re-elected.
4. To appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company be and are hereby re-appointed M/s S N SHAH & Associates (Firm Reg.No.109782W), Chartered Accountant, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to till the conclusion of the 28th Annual General Meeting of the Company to be held in year 2020 to examine and audit the accounts of the Company for the Financial Year 2019-20 at such remuneration plus GST, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

### SPECIAL BUSINESS:

5. To consider and approve the re-appointment and increase in remuneration of Mr. Manojkumar Jain, Managing Director of the Company, as an Executive-Director on the Board of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, if any, as may be required in this regard, and pursuant to recommendation of the Nomination and Remuneration Committee, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mr. Manojkumar Jain, (DIN: 02190018) as Managing Director, {designated as Executive Director} of the Company, for a period of 3 (Three) years with effect from 01st October, 2019 upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re- appointment and / or agreement in such manner as may be agreed to between the Board of Directors .

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Manojkumar Jain, (DIN: 02190018), shall not exceed the overall ceiling of managerial remuneration as provided under within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

6. To consider and approve the re-appointment and increase in remuneration of Mrs. Sangeeta Jain, Whole Time Director of the Company, as an Executive-Director on the Board of the Company and if thought fit, to pass , with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, if any, as may be required in this regard, and pursuant to recommendation of the Nomination and Remuneration Committee, the consent of the Shareholders be and is hereby accorded to the re-appointment of Mrs. Sangeeta Jain, (DIN: 00125273) as Whole Time Director, {designated as Executive Director} of the Company, for a period of 3 (Three) years with effect from 01st October, 2019 upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re- appointment and / or agreement in such manner as may be agreed to between the Board of Directors.

**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Sangeeta Jain, (DIN: 00125273), shall not exceed the overall ceiling of managerial remuneration as provided under within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

7. 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 Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and pursuant to the revised Regulation 27(2)(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s Aditya Ultra Steel Limited (“AUSL”) for sale, purchase, transfer or receipt of products, goods, materials, assets or services for an estimated amount of up to ₹ 100 crores (Rupees One Hundred Crores) for the financial year 2019-20 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business, on such terms and conditions as may be mutually agreed upon between the Company and AUSL.
- RESOLVED FURTHER THAT** the Board of Directors or Managing Director be and is hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with AUSL within the aforesaid limits.
- RESOLVED FURTHER THAT** Mr. Manojkumar Jain, (DIN: 02190018), Managing Director or Company of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution.
- RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”
8. 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 148 (3) and other applicable provisions, if any, of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2019-2020 to M/s. A.G.Tulsian & Co., Cost Accountants, Ahmedabad having Firm Registration No. 100629 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-2020, at a remuneration as mutually decided between the board and Cost Auditor be and is hereby ratified and confirmed.”
- “RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
9. Re-appointment of Mr. Hitesh Loonia (DIN 02906216) as an Independent Director of the Company 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hitesh Loonia (DIN 02906216), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.
10. Re-appointment of Mr. Bakul Kishanlal Mehta (DIN 02902485) as an Independent Director of the Company 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bakul Kishanlal Mehta (DIN 02902485), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.
11. Re-appointment of Mr. Pranavkumar Vinaykant Parikh (DIN 02906210) as an Independent Director of the Company 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pranavkumar Vinaykant Parikh (DIN 02906210), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of



the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

**By Order of Board of Directors  
For: VMS INDUSTRIES LIMITED**

Place : Ahmedabad  
Date : 14<sup>th</sup> August, 2019

**Hemal Patel**  
Company Secretary

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form duly completed and signed, should be lodged with the company, at its registered office at least 48 hours before the time of the meeting
- B. Pursuant to the provision of Section 91 of the Companies Act, 2013 the registered books of members and share transfer books of the company will remain closed from Tuesday 24th September, 2019 to Monday 29th September, 2019 (both days inclusive).
- C. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory registers shall be available for inspection by the Members at the registered office of the company during office hours on all working days between 11.00 a.m to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the annual general meeting.
- D. The Notice of the 27th Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company/Depositories) whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 30<sup>th</sup> August, 2019. Members may also note that the notice of the 27th AGM and the Annual Report 2018-19 will be available on the company's website www.vmsil.com
- E. Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (specimen available on request) to the Registered office of the Company.
- F. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for e-voting are as under:

- (A) In case a Member receives an email from NSDL/ CDSL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
  - (i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
  - (ii) Log on to the e-voting website www.evotingindia.com
  - (iii) Click on “shareholders” tab to cast your votes.
  - (iv) Now select the Electronic Voting Sequence Number – “190814001” along with “COMPANY NAME” (VMS Industries Limited) from the drop down menu and click on “SUBMIT”.
  - (v) Now, fill up the following details in the appropriate boxes :

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL – 8 characters of DP ID followed by 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use - the First 2 alphabets from First Holder Name filed + 8 characters from right of BOID/ Folio Number (If the BOID / Folio Number is



shorter than 8 characters then the system will insert "0" (zero) to fulfill the 10 character requirements.) in the PAN field. No special characters will be taken from the name.

# Please enter any one of the details in order to login. If the Date of Birth & Bank Account Details both are left blank then the system will record BOID / FOLIO NO. in the Bank Account Details

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
  - (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). 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 NSDL / CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform.
  - (viii) Click on the relevant EVSN on which you choose to vote.
  - (ix) 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.
  - (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xii) Once you "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy) Please follow all steps from Sl.No. (ii) to (ivi).
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 26<sup>th</sup> September, 2019 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2019 (6.00 p.m.) During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdsl.india.com](mailto:helpdesk.evoting@cdsl.india.com). You may also contact to Mr. Narshiman, M/s. Cameo Corporate Services Private Limited, Tel No. 044 - 28460390-395 , email : [narasimhan@cameoindia.com](mailto:narasimhan@cameoindia.com).
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2019.
- (G) K. Jatin & Co., Practicing Company Secretary, (Membership No. 26725) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website [www.vmsil.com](http://www.vmsil.com)
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (K) This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India.

**By Order of Board of Directors  
For: VMS INDUSTRIES LIMITED**

Place : Ahmedabad  
Date : 14<sup>th</sup> August, 2019

**Hemal Patel**  
Company Secretary



**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESSES**

**Item No. 5 & 6,**

The Board of Directors of the Company (the 'Board'), at its meeting held on August 14, 2019 has, subject to the approval of members, re- appointed Mrs. Sangeeta Jain as Whole Time Director, for a period of 3 (Three) years from the expiry of his present term, at the remuneration recommended by the Remuneration Committee of the Board and approved by the Board.

Further, the Board at its meeting held on August 14, 2019 has, subject to the approval of members, re-appointed Mr. Manojkumar Jain as Managing Director for a period of 3 (Three) years before the expiry of his present term, which will expire on September 30, 2022, at the remuneration recommended by the Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. Sangeeta Jain as Whole Time Director and Mr. Manojkumar Jain as Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Sangeeta Jain and Mr. Manojkumar Jain are as under:

Sr No.	Name	Upto Salary Per Month
1	Mrs Sangeeta Jain	7,00,000/-
2	Mr. Manojkumar Jain	7,00,000/-

**Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

**General:**

- (i) The Whole-time Director and the Managing Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director.
- (ii) The Whole-time Director and the Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iii) The office of The Whole-time Director and the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Mrs. Sangeeta Jain and Mr. Manojkumar Jain satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Brief resume of Mrs. Sangeeta Jain and Mr. Manojkumar Jain, nature of their expertise in specialize functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under applicable LODR , are provided as under;

Ms Sangeeta Jain is the Whole Time Director of the Company. She holds a Master degree in Arts from C.S.J.M University, Kanpur. She is having around 21 years of experience in the area of administration and marketing . She is associated with our Company since its Incorporation. She is in charge of administration and liaisoning functions. She is also partner in M/s Eternal Automobiles from July 2002 and is looking after all activities of said partnership firm engaged as Dealer of Honda Motorcycle.

**Brief resume of the Whole Time Director as under;**

Name of the Director	Mrs. Sangeeta Jain
Date of Birth	22 <sup>nd</sup> January, 1968
DIN	00125273
Qualification	M.A
Experience in specific functional areas	Mrs. Sangeeta Jain is the Whole Time Director of the Company. She holds a Master degree in Arts from C.S.J.M. University, Kanpur. She is having around 21 years of experience in the areas of administration and marketing. She is associated with our Company since its incorporation. She is in-charge of administration and liaisoning functions. She is also partner in M/s Eternal Automobiles from July 2002 and is looking after overall activities of said partnership firm engaged as Dealer of Honda Motorcycle.



Name of the Director	Mrs. Sangeeta Jain	
List of other Companies in which Directorship is held	VMS TMT PRIVATE LIMITED	
Chairman / Member of the Committees of the Board of other Companies in which she is a Director	1	
The details of shares held by the Directors and their relatives	<b>No. of Shares</b>	<b>% in Holding</b>
SANGEETA JAIN	22,92,264	13.91
MANOJ KUMAR JAIN	61,68,100	37.44
VARUN JAIN	6,24,800	3.79
VAIBHAV JAIN	2,40,000	1.46
<b>TOTAL</b>	<b>93,25,164</b>	<b>56.61</b>

**Brief resume of the Managing Director as under;**

Name of the Director	Mr. Manojkumar Jain	
Date of Birth	18 <sup>th</sup> December, 1961	
DIN	02190018	
Qualification	B. Com, Chartered Accountant	
Experience in specific functional areas	He is having over 22 years of experience in various fields such as finance, taxation consultancy and ship recycling and off shore Industrial and other business activities. He is examining and advising on Purchase of Old ships and finalizes the deals with the suppliers. He is also guiding on off shore activities and is arranging finance for the business of the company.	
List of other Companies in which Directorship is held	VMS TMT PRIVATE LIMITED	
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Nil	
The details of shares held by the Directors and their relatives	<b>No. of Shares</b>	<b>% in Holding</b>
MANOJ KUMAR JAIN	61,68,100	37.44
SANGEETA JAIN	22,92,264	13.91
VARUN JAIN	6,24,800	3.79
VAIBHAV JAIN	2,40,000	1.46
<b>TOTAL</b>	<b>93,25,164</b>	<b>56.61</b>

Mrs. Sangeeta Jain and Mr. Manojkumar Jain are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, which pertain to their respective re-appointments and remuneration payable to each of them.

**The following information pertaining to Mrs Sangeeta Jain and Mr Manoj Kumar Jain are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:**

**I. GENERAL INFORMATION:**

(a)	Nature of Industry	The Company is in the business of Manufacturing and Trading of Iron and Steel
(b)	Date or expected date of commencement of commercial production	Not Applicable
(c)	In case of new companies, expected date of commencement of activities as project approved by financial institutions appearing in the prospectus	Not Applicable

(d)	Financial performance based on given indicators	Figures of revenue, sales and profit recorded during last five financial years are as follows:																														
		(₹ In Lakhs)																														
		<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Revenue from Operations</th> <th>Profit Before Tax</th> <th>Profit after Tax</th> <th>EPS</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>11785.84</td> <td>211.34</td> <td>141.85</td> <td>0.86</td> </tr> <tr> <td>2016-17</td> <td>11411.67</td> <td>172.28</td> <td>99.07</td> <td>0.60</td> </tr> <tr> <td>2015-16</td> <td>10179.95</td> <td>139.74</td> <td>95.21</td> <td>0.58</td> </tr> <tr> <td>2014-15</td> <td>8228.20</td> <td>100.57</td> <td>54.68</td> <td>0.33</td> </tr> <tr> <td>2013-14</td> <td>11609.04</td> <td>154.14</td> <td>102.30</td> <td>0.62</td> </tr> </tbody> </table>	Financial Year	Revenue from Operations	Profit Before Tax	Profit after Tax	EPS	2017-18	11785.84	211.34	141.85	0.86	2016-17	11411.67	172.28	99.07	0.60	2015-16	10179.95	139.74	95.21	0.58	2014-15	8228.20	100.57	54.68	0.33	2013-14	11609.04	154.14	102.30	0.62
Financial Year	Revenue from Operations	Profit Before Tax	Profit after Tax	EPS																												
2017-18	11785.84	211.34	141.85	0.86																												
2016-17	11411.67	172.28	99.07	0.60																												
2015-16	10179.95	139.74	95.21	0.58																												
2014-15	8228.20	100.57	54.68	0.33																												
2013-14	11609.04	154.14	102.30	0.62																												
(e)	Foreign investments or collaborations, if any.	Not Applicable																														

## II. Information about the appointee

### (a) Mrs Sangeeta Jain

(a)	Background Details	Mrs. Sangeeta Jain is the Whole Time Director of the Company. She holds a Master degree in Arts from C.S.J.M. University, Kanpur. She is having around 21 years of experience in the areas of administration and marketing. She is associated with our Company since its incorporation.
(b)	Past Remuneration	₹ 200,000 per month
(c)	Job profile and his suitability	21 years of experience in the areas of administration and marketing, she is in-charge of administration and liaisoning functions. She is also partner in M/s Eternal Automobiles from July 2002 and is looking after overall activities of said partnership firm engaged as Dealer of Honda Motorcycle.
(d)	Remuneration Proposed	The revised remuneration details are provided in the respective explanatory statement to the special business.
(e)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mrs. Sangeeta Jain is a Whole Time Director of the Company. She is one of the promoter of the Company and wife of Mr. Manojkumar Jain who is a Managing Director of the Company

### (b) Mr Manojkumar Jain

(a)	Background Details	Mr. Manojkumar Jain is the Managing Director of the Company. He holds degree in Bachelors of Commerce from University of Kanpur and also a Chartered Accountant from Institute of Chartered Accountants of India.
(b)	Past Remuneration	₹ 200,000 per month
(e)	Job profile and his suitability	He is having over 22 years of experience in various fields such as finance, taxation consultancy and ship recycling and off shore Industrial and other business activities. He is examining and advising on Purchase of Old ships and finalizes the deals with the suppliers. He is also guiding on off shore activities and is arranging finance for the business of the company
(f)	Remuneration Proposed	The revised remuneration details are provided in the respective explanatory statement to the special business.
(g)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Manojkumar Jain is the Managing Director of the Company and one of the Promoters of the Company. He is the husband of Mrs. Sangeeta Jain who is the Whole time Director of the Company.

## III. OTHER INFORMATION:

### (a) Reasons for loss or inadequate profits:

Lower capacity utilization of solvent extraction plants primarily due to lower demand in domestic market and disparity in export of final product ; - Lowest commodity prices;

**(b) Steps taken or proposed to be taken for improvement:**

The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, augmenting its branded sales and diversifying in profitable ventures. Improved productivity and cost control measures have been put in place. Various realignment initiatives ensured reduced debt burden on the Company resulting in overall reduction in finance cost.

**(c) Expected increase in productivity and profit in measurable terms:**

The Company expects that with the improvement in consumer sentiment and increased consumer spending will enable the growth momentum to pick up. The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The relatives of Mrs. Sangeeta Jain and Mr. Manojkumar Jain may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/the irrelatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

**Item No.7**

Aditya Ultra Steel Limited (“AUSL”) is a ‘Related Party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“Listing Regulations”)

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee, Board of Directors of the Company has in its meeting held on **August 14, 2019** approved related party transaction and now seek approval of the Shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following Related Party Transaction in one or more tranches. The transaction under consideration is proposed to be enter in the ordinary course of business and at arm length basis.

However, considering the nature of agreements which are peculiar in nature in respect of each working site, Company as an abundant caution is taking necessary approval of the shareholders under Section 188 also.

The Company envisages that the transaction(s) entered into with M/s. Aditya Ultra Steel Limited whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a Special Resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with M/s. Aditya Ultra Steel Limited upto a maximum amount as mentioned in the respective resolutions from the financial year 2019-2020 and onward.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder forth specified transactions with this Company, the same is being sought as an abundant precautionary measure.

All related parties shall abstain from voting on these resolutions. The relevant information is as follows:-

Sr No.	Particulars	Details
1	Name of related parties	M/s. Aditya Ultra Steel Limited
2	Name of Director or KMP who is related	Mr. Manojkumar Jain Managing Director & Mrs. Sangeeta Jain Whole Time Director and Mr. Ajit Jain, Director of the Company are interested in the proposed resolution.
3	Nature of relationship	Mr. Manojkumar Jain Managing Director & Mrs. Sangeeta Jain Whole Time Director are father Mother of Varun Jain who is Director of M/s Aditya Ultra Steel Private Limited
4	Monetary value	The estimated aggregate contract value for the matters proposed in the resolutions shall not exceed ₹ 50 crore annually for each of M/s Aditya Ultra Steel Limited
5	Nature, material terms and particulars of arrangement	Purchase / Sale of material / Services by the Company from and the Purchase / sale / services / Loan and advances of Company’s product(s) to these companies are dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm’s lengths basis and in the ordinary course of the Company’s business.
6	Any advance paid or received for the arrangement, If any	Nil.





Mr. Ajit Jain, Mr. Manojkumar Jain and Sangeeta Jain are interested on above resolution.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution. The Board of Directors recommends the above special resolutions for your approval.

**Item No. 8:**

The Board of Directors of the Company, upon the recommendation of the Audit Committee, has approved the appointment of M/s A.G.Tulsian & Co., Cost Accountants, Ahmedabad to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 at a remuneration as mutually decided between the board and Cost Auditor as applicable at its meeting held on 14th August 2019. In pursuance of Section 148 of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 8 of the Notice.

**Item No. 9.**

Mr. Hitesh Loonia (DIN 02906216) was appointed as an Independent Non Executive Director of the Company by the members at the 22nd AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hitesh Loonia (DIN 02906216), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Hitesh Loonia (DIN 02906216) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Hitesh Loonia as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hitesh Loonia (DIN 02906216) as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Hitesh Loonia (DIN 02906216) as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Hitesh Loonia (DIN 02906216), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice of the AGM. Mr. Hitesh Loonia (DIN 02906216), is not related to any Director of the Company.

**Item No. 10.**

Mr. Bakul Kishanlal Shah, (DIN: 02902485) was appointed as an Independent Non Executive Director of the Company by the members at the 22nd AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bakul Kishanlal Shah, (DIN: 02902485), being eligible for re-appointment as an Independent Director and offering himself for re- appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Bakul Kishanlal Shah, (DIN: 02902485) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Bakul Kishanlal Shah as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bakul Kishanlal Shah, (DIN: 02902485) as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Bakul Kishanlal Shah, (DIN: 02902485) as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Bakul Kishanlal Shah, (DIN: 02902485) being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice of the AGM. Mr. Bakul Kishanlal Shah, (DIN: 02902485) is not related to any Director of the Company.

**Item No. 11.**

Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) was appointed as an Independent Non Executive Director of the Company by the members at the 22nd AGM of the Company held on 29th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210), being eligible for re-appointment as an Independent Director and offering himself for re- appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pranavkumar Vinaykant Parikh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying Notice of the AGM. Mr. Pranavkumar Vinaykant Parikh, (DIN: 02906210) is not related to any Director of the Company.

**By Order of Board of Directors  
For: VMS INDUSTRIES LIMITED**

Place : Ahmedabad  
Date : 14<sup>th</sup> August, 2019

**Hemal Patel**  
Company Secretary