

## NOTICE

Notice is hereby given that the 70<sup>th</sup> Annual General Meeting of **EVANS ELECTRIC LIMITED** will be held at Citizen Hotel, 960, Juhu Tara Road, Juhu Beach, Mumbai - 400049, on Tuesday, 28<sup>th</sup> September, 2021 at 03.30 P.M along with an facility to attend the meeting virtually through VC/OAVM. To transact the business as listed below: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company comprising of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2021, the Statement of Profit and Loss and the Cash flow Statement for the year ended on that date, read together with the notes thereon, the Report of the Directors along with the attachments and annexures thereto and the Report of the Auditors thereon.
2. To declare a final dividend of Rs. 1.20 per Equity Share for the Financial Year 2020-21.
3. To appoint a Director in place of Mrs. Iyleen Matilda Fernandes (DIN: 01322540), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

4. To consider and if thought fit pass the following resolution as an Ordinary Resolution with or without modification: -

**“RESOLVED THAT** pursuant to Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under including any statutory modification (s) or re-enactment thereof for the time being in force, read with Schedule IV to the Companies Act, 2013, Mr. Christopher Joseph Rodricks (DIN: 00153176) be and is hereby appointed as an Independent Director for a term of five years, without being liable to retire by rotation, the beginning of the said term of five years to be reckoned from 23<sup>rd</sup> October, 2020, the date of his appointment hereof, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying her intention to propose the candidature of Mr. Christopher Joseph Rodricks for the office of Independent Director.”

**“RESOLVED FURTHER THAT** any of the Whole-Time Directors or Company Secretary of the Company or any other person authorized by them, be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be

necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board  
Sd/-

Mumbai,  
**Date- 01/09/2021**

**NELSON FERNANDES**  
**Managing Director**  
**DIN: 01502649**

**Notes:**

1. Subject to and in accordance with relaxation provided by the government in the wake of COVID-19 pandemic, the Company is holding AGM in physical mode and also providing an option to attend the meeting virtually through VC/OAVM. Members are requested to note that if at the scheduled time on the scheduled date of the meeting, holding of the AGM physically at the venue is not possible because of government guidelines in the wake of COVID-19 pandemic, the business of the meeting will be transacted through VC/OAVM only.
2. Members attending the AGM through VC / OAVM shall also be counted for the purpose of reckoning the quorum under Section 103 of the Act. Link for the same is: <https://m.teamlink.co/2914815433?p=ec844c9313358c43b7f52aeec6928e17>
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AT THE VENUE OF THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Proxy cannot attend and vote at the meeting through the VC/OAVM mode. If a member has appointed a proxy and the member himself / herself attends the meeting physically or through VC/OAVM, the proxy stands revoked.
4. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Company is offering the option of attending the AGM through VC/OAVM and also through physical

attendance at the venue. The said circulars shall apply in so far as they relate to the proceeding through VC/OAVM.

5. In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM physically or through VC / OAVM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to [cs@evanselectric.co.in](mailto:cs@evanselectric.co.in)
6. The Company has fixed Wednesday, September 22, 2021 as the 'Record Date' for determining entitlement of members to final dividend for the Financial Year ended March 31, 2021, if approved at the AGM.
7. The Register of the Members and Share Transfer Books of the Company will remain closed from Thursday, September 23, 2021 to Tuesday, September 28, 2021 (both days inclusive) for the purpose of AGM and payment of the final dividend for the financial year ended 31st March, 2021.
8. Members/proxies should fill the attendance slip for attending the meeting at the venue.
9. Voting Process:

Members have any one of the following options to cast their votes on the various agenda items mentioned in the Notice: -

Sr No.	Mode of Voting	Schedule	Cut off Time
1	Voting by Show of hands at the Venue	28 <sup>th</sup> September, 2021	Conclusion of AGM
2	Voting by Show of hands through the VC/OAVM facility	28 <sup>th</sup> September, 2021	Conclusion of AGM

10. In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the AGM physically or through VC / OAVM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to [cs@evanselectric.co.in](mailto:cs@evanselectric.co.in)
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.
13. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.evansselectric.co.in/>
14. In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21<sup>st</sup> September, 2021 through email on [cs@evansselectric.co.in](mailto:cs@evansselectric.co.in). The same will be replied by the Company suitably.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members during the AGM.
17. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by the Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter at the venue.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the depositories. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at 20%.

19. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by the shareholders by the Record Date.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- 1) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM through Zoom application by clicking on the following link:  
Link: <https://m.teamlink.co/2914815433?p=ec844c9313358c43b7f52aeec6928e17>
- 2) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- 3) Members who need assistance before or during the AGM, can contact Mr. Rajkumar Mohan Keswani General Manager- Operations at email id [keswani@evanselectric.co.in](mailto:keswani@evanselectric.co.in) / and CS Simpi Sahani at Email ID [cs@evanselectric.co.in](mailto:cs@evanselectric.co.in)
- 4) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@evanselectric.co.in](mailto:cs@evanselectric.co.in) from 25<sup>th</sup> September, 2021 (9:00 a.m. IST) to 27<sup>th</sup> September, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 5) The Voting will be held by ‘Show of hands.’

## Information at a glance

Particulars	Details
Mode	Physical and through Video conference and other audio-visual means
Time and date of AGM	03:30 P.M. (IST), Tuesday, 28 <sup>th</sup> September, 2021
Link for Participation through video-conferencing	<a href="https://m.teamlink.co/2914815433?p=ec844c9313358c43b7f52aeeec6928e17">https://m.teamlink.co/2914815433?p=ec844c9313358c43b7f52aeeec6928e17</a> Password: Evans280921
Helpline number for VC participation	9820320254
Book Closure Date	23 <sup>th</sup> September, 2021 – 28 <sup>th</sup> September, 2021
Record Date for Dividend	22 <sup>nd</sup> September, 2021
Name, address and contact details of Registrar and Transfer Agent	Contact person: Mr. Jibu John  Bigshare Services Private Limited 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059  Email id: <a href="mailto:jibu@bigshareonline.com">jibu@bigshareonline.com</a> Contact number: 7045030377

**Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)**

Name of the Director	Mrs. Iyleen Matilda Fernandes
Director Identification Number	01322540
Expertise in specific functional area	Administration, HR, Accounts.
Qualification	MA, Mumbai University.
No. of Equity Shares held in the Company	1
Directorship in other Listed Companies as on 31.03.21	–
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2021	–

Name of the Director	Mr. Christopher Joseph Rodricks
Director Identification Number	00153176
Date of first Appointment on the Board of the Company	23/10/2020
Expertise in specific functional area	Top Management & MD of Listed Company.
Qualification	Intermediate Science from Mumbai University.
No. of Equity Shares held in the Company	-
Directorship in other Listed Companies as on 31.03.21	-
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2021	-

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

**Item No. 4**

The Board of Directors of the company in their meeting held on 18<sup>th</sup> day of August, 2021 has recommended appointment of Mr Christopher Joseph Rodricks (DIN. 00153176) as an Independent Director of the company for a term of five years, without being liable to retire by rotation, the beginning of the said term of five years to be reckoned from 23rd October, 2020, the date on which he was appointed as additional director.

Mr Christopher Joseph Rodricks (DIN. 00153176) satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, in terms of the provisions of Companies Act, 2013 approval of the members of the company is required for appointment of Mr. Christopher Joseph Rodricks as independent Director of the company.

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

The Board recommends the resolution set forth in item no.4 for the approval of the members.

By Order of the Board  
Sd/-

Mumbai,  
**Date- 01/09/2021**

**NELSON FERNANDES**  
**Managing Director**  
**DIN: 01502649**