



LIMITED

**(Formerly EVANS ELECTRIC PVT. LTD.)
Heavy Electro-Mechanical Repairs**

Office: 430, Orchard Mall, 'A' Wing, 3rd Floor, Royal Palms Estate, Aarey Milk Colony, Goregaon (East), MUMBAI-400 065
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GST:27AAACE2502Q1ZM

PAN:AAACE2502Q

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **71st** (Seventy First) Annual General Meeting of the Members of Evans Electric Limited (the "Company"), will be held on **Wednesday, 28th September, 2022** at **03.00 P.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business as listed below:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, comprising of the Balance Sheet, the Statement of Profit and Loss, Cash flow Statement and notes together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend for the financial year ended March 31, 2022. The Board of Directors has recommended a Dividend of Rs. 2 per Equity Share of Rs. 10/- each, fully paid-up.
3. To appoint Mr. Ivor Desouza (DIN: 00978987), who is liable to retire by rotation as a Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To regularization appointment of Mr. Krishna Pal Singh as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 made there under including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Krishna Pal Singh (DIN: 09560566) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held

on February 11, 2022 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (“AGM”) be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years reckoned from April 01, 2022 till March 31, 2027, without being liable to retire by rotation.

RESOLVED FURTHER THAT any of the 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.”

Place: Mumbai

Date: September 05, 2022

By Order of the Board

SD/-

NELSON FERNANDES
MANAGING DIRECTOR

DIN: 01502649



NOTES:

1. The Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively and by General Circular No. 2/2022 dated May 5, 2022 (hereinafter, collectively referred as the “MCA Circulars”) read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (hereinafter, collectively referred as the “SEBI Circulars” and together with the MCA Circulars referred as the “Circulars”) has allowed companies to conduct their Annual General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the Members at their AGMs and accordingly, the 71st Annual General Meeting (the “AGM”) of Evans Electric Limited (the “Company”) will be held through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”).
2. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. **IN TERMS OF THE CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO THE MEMBERS OF THE COMPANY AS PER THE PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS OF THE COMPANY WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 71ST AGM (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company Secretary by their registered email address to cs@evanselectric.co.in

4. Since the 71st AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 71st AGM shall be the Registered Office of the Company.**
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

6. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for each item of Special Business is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations for each item of Special Business, which are considered unavoidable by the Board, is also provided in the said Statement.

Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

7. The Company has fixed Friday, September 23, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the Financial Year ended 31st March 2022, if approved at the AGM.
8. The Register of the Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Wednesday, September 28, 2022 (both days inclusive) for the purpose of AGM and payment of the final dividend for the financial year ended 31st March, 2022.
9. In the first instance, the Voting will be held by 'Show of hands'. However, members having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees are entitled to demand a poll and in such a situation, poll will be conducted forthwith.
10. 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.
11. The Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website at <https://www.evanselectric.co.in/>
12. 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 23rd September, 2022 through email on cs@evanselectric.co.in.
13. 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.

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 link mentioned below.

Link: <https://zoom.us/j/96153084377?pwd=TG1IN2dURFRsUTAwOGlpaUpUQ2w3UT09>

Meeting ID: 961 5308 4377


Password: 913605

- 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.

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 and/or Ms. Simpi Sahani – Company Secretary at email id cs@evanselectric.co.in

- 3) 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 from 25th September, 2022 (9:00 a.m. IST) to 27th September, 2022 (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.
4. The Voting will be held by ‘Show of hands’. However, members having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees are entitled to demand a poll and in such a situation, poll will be conducted forthwith.

INFORMATION AT A GLANCE

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	3.00 P.M. (IST), Wednesday, 28 th September, 2022
Link for Participation through video-conferencing	https://zoom.us/j/96153084377?pwd=TG11N2dURFRsUTAwOGlpaUpUQ2w3UT09 Meeting ID: 961 5308 4377 Password: 913605
Helpline number for VC participation	9820320254
Book Closure Date	24 th September, 2022 – 28 th September, 2022
Record Date for Dividend	23 rd September, 2022
Name, address and contact details of Registrar and Transfer Agent	<p>Contact person: Mr. Prasad Madiwale</p> <p>Bigshare Services Private Limited  Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next to Ahura Centre, Andheri East, Mumbai, 400093.</p> <p>Email id: prasadm@bigshareonline.com Contact number: 02262638261</p>

Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)

Name of the Director	Mr. Ivor Desouza
Director Identification Number	00978987
Expertise in specific functional area	53 Years' Experience in Reverse Engineering, Repair, Re-design and Component manufacture of any make, size and design of Electric Motors, Power Generators and Transformers.
Qualification	<ul style="list-style-type: none"> • Diploma in Electrical Engineering • Advanced specialised training at BERL UK, • Advanced training in Machine Design and Performance at Westinghouse Electric Inc. USA.
No. of Equity Shares held in the Company	6,90,493
Directorship in other Listed Companies as on 31.03.22	–
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2022	–

Name of the Director	Mr. Krishna Pal Singh
Director Identification Number	09560566
Date of first Appointment on the Board of the Company	01 st April, 2022
Experience and Expertise in specific functional areas	Experience In operation, maintenance, repairs and procurement of electrical equipment such as main generators from 210MW capacity to 1000MW capacity, EHV transformers from 227 MVA to 500MVA capacity and induction motors of various ratings for a period of about 35 years
Qualification	<ul style="list-style-type: none"> • B. Tech in Electrical Engineering from Kanpur University • Training at Bhabha Atomic Research Centre in Nuclear Science and Engineering
No. of Equity Shares held in the Company	Nil
Directorship in other Listed Companies as on 31.03.22	-
Relationship with other Directors, Manager and other KMP of the Company	None
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2022	-
skills and capabilities required for the role and the manner in which the proposed person meets such requirements – Regulation 36(3)(f)	He has strong background with respect to electrical engineering, which will be useful and relevant in strengthening the effectiveness of operations from time to time as well as in developing operational strategies.

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 11th day of February, 2022 has recommended appointment of Mr. Krishna Pal Singh (DIN: [09560566](#)) 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 01st April, 2022, the date on which he was appointed as additional director.

Mr. Krishna Pal Singh (DIN: [09560566](#)) 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. Krishna Pal Singh as independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is 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.

Place: Mumbai,

Date: September 05, 2022

By Order of the Board
SD/-

NELSON FERNANDES
MANAGING DIRECTOR
DIN: 01502649