

NOTICE

Dear Member(s),

NOTICE is hereby given that the 7th ANNUAL GENERAL MEETING of the members of A & M FEBCON LIMITED (“the Company”) will be held on Thursday, the 18th day of March, 2021 at 12.30 P.M. at the registered office of the Company situated at the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2020 together with Report of Board of Directors and Auditors’ Report thereon and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2020, together with the Reports of the Board and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To Appoint a Director in place of Mr. Varun Jigneshkumar Shah (**DIN: 07740874**), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution:**
"RESOLVED THAT, pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Varun Jigneshkumar Shah, be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation.”

SPECIAL BUSINESS:

3. Regularisation & Appointment of Ms. AVANI KOSHTI (DIN- 08559002) as non-executive independent director of the company.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the 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), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof Ms. AVANI KOSHTI (DIN 08559002), who was appointed as an Additional Director of the Company with effect from 10th September, 2019 under Section 161 of the Act, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company

4. Regularisation & Appointment of Ms. MISBAHUZMA SHAIKH (DIN- 08776790) as non-executive independent director of the company.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the 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), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof Ms. MISBAHUZMA SHAIKH (DIN 08776790), who was appointed as an Additional Director of the Company with effect from 30th June 2020 under Section 161 of the Act, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Place: Ahmedabad

Date: 19th February 2021

**By Order of the Board
For A & M Febcon Limited**

Sd/-

**VARUNJIGNESHKUMARSHAH
Managing Director
DIN: 07740874**

NOTES:

KFin Technologies Private Limited will be providing facility for voting through remote e-voting,

1. Dispatch of Notice and Annual Report through electronic means

Pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the SEBI (LODR) Regulations, 2015, in compliance with the said MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”), owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of the Board of Directors, the Auditor’s report or other documents required to be attached therewith), such statements including the Notice of the 7th AGM of the Company along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

2. Request for updating email address, contact No., Bank Details, PAN No. and other details

- a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent of the Company, viz., M/s. Kfin Technologies Private Limited.
- b) 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 dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Kfin Technologies Private Limited, Registrar and Share Transfer Agent of the Company.

3. Web link to access Notice of 7th AGM and Annual Report

Members may note that the Notice of the 7th AGM along with the Annual Report 2019-20 is uploaded and available electronically at the following links:

Company’s website	www.aandmfebcon.com
Website of stock exchanges where equity shares of the Company are listed	www.bseindia.com
Website of KFin Technologies Private Limited	evoting@kfintech.com

4. Registrar and Share Transfer Agent

The Company’s Registrar and Share Transfer Agent for its share registry work is Kfin Technologies Private Limited.

M/s. Kfin Technologies Private Limited

Selenium Tower B, Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Website: <https://www.kfintech.com/>

Queries relating to the equity shares of the Company or other correspondence may be addressed to the Company’s Registrar and Share Transfer Agent: Kfin Technologies Private Limited at their correspondence details given above or to the Company’s investor desk at: aandmfebcon@gmail.com.

5. Explanatory Statement and details of Directors seeking appointment/re-appointment:

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to Special Businesses under Item Nos. 3 and 4 of the accompanying Notice are annexed hereto.

Further, additional information pursuant to Regulations 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM as mentioned in Item No. 3,4 of this AGM Notice are also annexed hereto.

6. Proxy Form, Attendance Slip and Route Map:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

All Proxy-holder should carry their identity card at the time of attending the Meeting.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to bring their copy of notice of the AGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company

Attendance Slip and Route Map is attached with notice of Annual General Meeting.

7. Corporate Representations:

Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

Institutional Members and Corporate Members are encouraged to attend the 7th AGM through their Authorized Representatives.

8. Joint Holders:

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

9. Dividend on equity shares for the financial year ended March 31, 2020:

Directors have not recommended any Dividend on Equity Shares of the Company for financial year ended March 31, 2020.

10. Documents for Inspection:

Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act may please be sent to aandmfebcon@gmail.com.

All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on aandmfebcon@gmail.com.

11. Book Closure:

The Register of members and the Share Transfer Books of the company will remain closed from Friday, 12th March, 2021 to Thursday, 18th March, 2021 (both days inclusive) for the purpose of Annual General Meeting.

12. Green Initiative:

Members are requested to support the GREEN Initiative by registering/updating their e-mail address with the Depository Participant (in case of equity shares held in dematerialised form) or with KFin Technologies Pvt. Ltd., Registrar and Transfer Agent (in case of equity shares held in physical form).

This initiative would enable the Members to receive Company communications promptly besides protecting the environment by reducing consumption of paper.

13. Nomination

Members can avail facility of nomination in respect of equity shares held by them pursuant to Section 72 of the Act and rules made thereunder.

Members holding equity shares in dematerialized form may contact their respective Depository Participant for availing this facility.

Members holding equity shares in physical form desiring to avail this facility may send their nominations in the prescribed Form No. SH-13 duly filled in, to KFin technologies Private Limited at the above-mentioned address.

14. Transfer of securities only in demat mode:

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, has mandated that securities of listed companies can be transferred only in dematerialized form from April 1, 2019, except in case of transmission and transposition of securities. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Registrar and Share Transfer Agents of the Company for assistance in this regard.

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

15. PROCEDURE AND INSTRUCTIONS OF E-VOTING:

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from KFin [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.KFin.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email _____ with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “ **Corporate Name_Event No.**”
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The physical ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or write e-mail on suresh.d@kfintech.com of KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@kfintech.com or phone no. 040 – 6716 2222 or call KFin’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 15th March 2021 (09:00 A.M. IST) and ends on 17th March 2021 (06:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th March 2021, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 12th March 2021
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 12th March 2021, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFin’s toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@kfintech.com. However, KFin shall endeavour to send User ID and Password to those new Members whose mail ids are available.

21. Scrutinizer for voting

The Board of Directors has appointed **CS Mansi Chokshi, Practicing Company Secretary, proprietor of M/s. MK Chokshi & Associates (Membership No. 42662; CP No. 19645), Address- C/8, Hira Anand Tower, Gordhanwadi Cross Road, Kankaria BRTS Road, Ahmedabad-380 028, as the scrutinizer to the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.**

22. Voting Results

The voting results shall be declared not later than forty-eight hours from the conclusion time of the Meeting. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company at www.stardeltatransformers.com and the website of NSDL at www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board in this regard and will simultaneously be forwarded to BSE Limited, where equity shares of the Company are listed.

23. Queries

Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at aandmfebcon@gmail.com at least 48 hours before the 7th AGM i.e. by 16th March 2021 by 12:30 p.m. (IST) so as to enable the Board/ Management to respond suitably.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 18th March, 2021.

**By order of the Board of Directors
For A & M Febcon Limited**

Registered Office:

**A-2, Hira Anand Tower, Gordhanwadi Tekara,
Kankaria, Ahmedabad – 380008**

Sd/-

**VARUN JIGNESHKUMAR SHAH
Managing Director
DIN: 00014205**

Place: Ahmedabad

Date: 19th February, 2021

**ANNEXURE TO THE NOTICE FOR THE 7th (SEVENTH) ANNUAL GENERAL MEETING (AGM) OF
A & M FEBCON LIMITED**

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3. On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on September 10, 2019 appointed Mrs. Avani Koshti as additional director in the capacity of Non-Executive Independent Director of the Company.

Further the Board has recommended the appointment of Mrs. Avani Koshti as a Non-executive Independent Director of the Company, for the approval of members.

The Company has received from Mrs. Avani Koshti consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

Except Mr. Mrs. Avani Koshti and/or her relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item. No.3 of this Notice.

Item No. 4. On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on June 30, 2020 appointed Ms. Misbahuzma Shaikh as an additional director in the capacity of Non-Executive Independent Director of the Company.

Further the Board has recommended the appointment of Ms. Misbahuzma Shaikh as a Non-executive Independent Director of the Company, for the approval of members.

The Company has received from Ms. Misbahuzma Shaikh consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

Except Mr. Ms. Misbahuzma Shaikh and/or her relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item. No. 4 of this Notice.

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 7TH (SEVENTH) ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking re-appointment and appointment at the 7th Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are as follow:

Resolution	Item No. 2	Item No. 3	Item No. 4
Name of Director	Varun Jigneshkumar Shah	Avani Koshti	Misbahuzma Shaikh
Director Identification Number (DIN)	07740874	08559002	08776790
Nationality	Indian	Indian	Indian
Father's name	Shri Jigneshkumar Rameshchandra Shah	Shri Rajendrabhai Jawaharbhai Koshti	Shri Mohammedzafar Mohammedumar Shaikh
Age in years	26	31	25
Date of first appointment	22/03/2017	10/09/2019 (as an additional, Non-Executive Independent Director)	30/06/2020 (as an additional, Non-Executive Independent Director)
Designation for which appointment is proposed	Managing Director	Non-Executive Independent Director	Non-Executive Independent Director
Qualifications and Experience	He hold degree of Mechanical Engineering.	XII/SSC/High/Equivalent	She holds degree of B.Sc,MLT
Expertise in specific functional area	Fabrication Engineering and FIBC Industry	NA	NA
Shareholding in the Company on 31/03/2020	49,382	NA	NA
Number of Board Meetings attended during F.Y 2019-20	12	7	NA (since appointment was on 30.06.2020)
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	1	3	3
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Companies in which he/she is a Director	1	NA	NA
List of outside Directorships held	1	NA	NA