
SHERVANI INDUSTRIAL SYNDICATE LIMITED

Date: September 5, 2019

BSE Limited
Listing Department
Department of Corporate Services,
P.J. Towers,
Dalal Street, Fort,
Mumbai-400001

Sub:-Notice of Annual General Meeting for the year 2018-2019

Dear Sir,

Please find enclosed herewith the Notice of AGM of the Company for the year 2018-2019 to be held on Monday the 30th September, 2019 at 11.30 a.m. at Prayagraj.

This is for your information and record.

Thanking you,

Yours faithfully,
For Shervani Industrial Syndicate Limited



S.K. Shukla
Company Secretary

Encl. as above.

Registered Office : Shervani Nagar, Sulem Sarai, Harwara, Prayagraj-211015 (U.P.) INDIA
Mobile : +91-7311128115 Phone : +91-532-2436927 Fax :+91-532-2436928
E-mail : shervaniind@rediffmail.com
CIN : L45202UP1948PLC001891

NOTICE is hereby given that the 71st Annual General Meeting of the Members of Shervani Industrial Syndicate Limited will be held on Monday, the 30th September, 2019 at 11.30 A.M. at 2, New Cantonment, Kanpur Road, Prayagraj to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements for the Financial Year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2019 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Azher Nisar Shervani (DIN: 00424635) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Raju Verghese (DIN: 01086812) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Gupta Vaish & Co., Chartered Accountants (Firm Registration No. 005087C), as the Statutory Auditors of the Company and to fix their remuneration and in this regard 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Gupta Vaish & Co., Chartered Accountants (Firm Registration No. 005087C), as Auditors of the Company made at the 69th Annual General Meeting held on 28th September, 2017 for a period of five years, be and is ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee."

SPECIAL BUSINESS

5. To approve the re-appointment of Mr. Tahir Hasan (DIN: 00074282) as Whole-time Director of the Company and in this regard 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 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. Tahir Hasan (DIN: 00074282) as a Whole-time Director of the

Company for a period of three years with effect from 14.08.2019 on the following terms and conditions which have been approved by the board of Directors of the company on the recommendations of the Remuneration Committee

- (A) Salary : Rs. 25,000/- (Rupees Twenty Five Thousand only) per month.
- (B) Perquisites & Allowances : In addition to salary the Whole-time Director shall entitled to the following perquisites:-
 - Mediclaime Policy :
 - Mediclaime Policy to be taken as per the applicable Rules of the Company
 - Personal Accident Insurance :
 - Policy to be taken as per the applicable Rules of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination & Remuneration Committee) be and is hereby authorised to alter, vary, modify, the terms and conditions of appointment of Mr. Tahir Hasan from time to time during the tenure of his appointment as a Whole-time Director of the Company, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being, be in force.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Whole-time Director, the Company has no profits or its profits are inadequate, Mr. Tahir Hasan Whole-time Director be paid the remuneration by way of salary and perquisites as above, as the minimum remuneration, as may be permitted in accordance with the provisions of the Companies Act, 2013 read with Schedule V including any statutory modifications or re-enactment thereof for the time being, be in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Shishir Jaiswal & Co., Cost Accountants (Firm Registration No. 102450) appointed by the Board of Directors of the Company as Cost Auditors to conduct

the audit of the Cost Records of the Company for the financial year ending 31st March 2020 amounting to Rs. 40,000 (Rupees Forty Thousand Only) plus taxes as applicable and re-imbursment of actual travel/ conveyance and out of pocket expenses incurred in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

7. To appoint Dr. Ashutosh Pratap Singh (DIN: 05354321) as an Independent Director and in this regard 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 149, 150 and 152 read with Schedule IV and all 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) Dr. Ashutosh Pratap Singh (DIN: 05354321) who was appointed as an Independent Director at the 66th Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 30.09.2019.

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."

8. To appoint Mr. Gopal Swarup Chaturvedi (DIN: 00148434) as an Independent Director and in this regard 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 149, 150 and 152 read with Schedule IV and all 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) Mr. Gopal Swarup Chaturvedi (DIN: 00148434) who was appointed as an Independent Director at the 66th Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria

for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 30.09.2019.

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. To appoint Mr. Mohd. Aslam Sayeed (DIN: 06652348) as an Independent Director and in this regard 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 149, 150 and 152 read with Schedule IV and all 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) Mr. Mohd. Aslam Sayeed (DIN: 06652348) who was appointed as an Independent Director at the 66th Annual General Meeting of the Company, to hold office for 5(five) consecutive years up to the conclusion of this Annual General Meeting and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 30.09.2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To appoint Mrs. Shefali Bansal (DIN: 07090579) as an Independent Director and in this regard 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 149, 150 and 152 read with Schedule IV and all 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) Mrs. Shefali Bansal (DIN: 07090579) who has submitted a declaration that she

meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment and submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To appoint Mr. Sadiq Husain Siddiqui (DIN: 02125236) as Whole-time Director designated as Director (Corporate Affairs) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals, the consent of the company be and is hereby accorded to the appointment of Mr. Sadiq Husain Siddiqui (DIN: 02125236) as a Whole-time Director designated as Director (Corporate Affairs) of the Company for a period of 3 (Three) years with effect from 1st October, 2019 on the following terms and conditions as approved by the Nomination and Remuneration Committee:

(A) Salary : Rs. 63,500/- (Rupees Sixty Three Thousand Five Hundred) per month.

(B) Perquisites : Company's Car

Perquisites shall be evaluated as per Income-Tax Rules, 1962, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.

For the purpose of perquisites stated herein above, 'family' means the spouse and dependent children of the appointee.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Director (Corporate Affairs), the Company has no profits or its profits are inadequate, the Company shall pay to Director (Corporate Affairs); remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary,

modify the terms and conditions of appointment of Mr. Sadiq Husain Siddiqui from time to time during the tenure of his appointment as Director (Corporate Affairs) of the Company, provided however that the total remuneration payable to him shall be in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and matters incidental, consequential and connected therewith."

By Order of the Board
For Shervani Industrial Syndicate Limited

S. K. Shukla
Company Secretary

Place : Prayagraj

Date : Aug 10, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 shareholder.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Business under Item Nos. 5 to 11 as set out above is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution under section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxies are requested to bring their attendance slip duly filled in along with copy of Annual Report to the Meeting.
6. In case of Joint Shareholders attending the Meeting, only such Shareholder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
9. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividend which remains unpaid / unclaimed in the Unpaid Dividend Account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial years 2011-12, 2013-14 & 2017-18 (Interim) are requested to lodge their claims with Registrar and Transfer Agents (RTA) or with the Company. Further, as per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the Investor Education and Protection Fund (IEPF) Authority. The Members, whose unclaimed dividend / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
10. Members holding shares in electronic form are requested to intimate immediately any change in their Address or Bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents (Link Intime India Private Ltd., C-101, 247-Park, L.B.S. Marg, Vikhroli West, Mumbai-400083) ("RTA").
11. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP/1/GIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. Members are requested to get their details updated by sending the below-mentioned documents along with a duly signed request letter to RTA:
 - a) Self-attested copy of PAN Card of all the holders;
 - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c) Self-attested copy of address proof (viz. aadhar, voter-id, passport, driving license, any utility bill not older than 3 months).
12. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned ISIN INE011D01013 in accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019, transfer of shares of the Company shall not be processed (except in the cases of transmission or transposition of shares) unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. The procedure for dematerialisation of shares is available at our website: www.shervaniind.com. Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience.
13. To support "Green Initiative", members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Members may submit their request to the Company's Registrar & Share Transfer Agents, M/s LINK INTIME INDIA PVT, LTD C-101, 247-Park, L.B.S. Marg, Vikhroli West, Mumbai-400083, in the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation in nomination already made, as the case may be. The Forms will be sent by the Company/RTA upon such request. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.
15. Members desirous of obtaining any information / clarification concerning the Accounts and operations of the Company may send their query so as to reach the Company at least seven days before the Annual General Meeting, so that the desired information may be made available at the Annual General Meeting, if the Chairman permits to do so.
16. Members holding Shares in electronic form are requested to provide their Client-Id and DP-Id numbers at the Meeting for easy identification.
17. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the listed companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company. For members who request for a hard copy and for those who have not registered their e-mail

addresses, physical copies are being sent through the permitted mode.

18. The Annual Report and the Notice of the 71st Annual General Meeting will also be available on the Company's website www.shervaniind.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Administrative Office for inspection during business hours.

19. Non- Resident Indian Members are requested to inform immediately:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier, to Company's Registrar & Share Transfer Agent, M/s. LINK INTIME INDIA PVT. LTD, in case of shares held in physical form and to respective Depository Participant, in case of shares held in Demat form.

20. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company is providing its members the facility to exercise their right to vote by electronic means on all businesses specified in the accompanying Notice. The necessary arrangements have been made by the Company with Central Depository Services Ltd ("CDSL") to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27th September, 2019 at 10.00 A.M. and ends on Sunday, 29th September, 2019 at 5.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the 23rd September, 2019 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the <Shervani Industrial Syndicate Limited> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK",

else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- i. The facility of voting through ballot paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- ii. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- iii. The voting rights of the shareholders (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up Equity share capital of the Company as on 23rd September, 2019 (the cut-off date).
- iv. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
- v. Any person, who acquires shares of the Company and becomes member of the Company after 23rd August, 2019 i.e. BENPOS date considered for dispatch of the

notice, and holding shares as on the cut off date i.e. 23rd September, 2019, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com.

- vi. M/s. Sidiqqi & Associates, Practising Company Secretaries (Membership No. 2229 and Certificate of Practice No.- 1284) have been appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process in a fair and transparent manner.
 - vii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
 - viii. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
 - ix. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.shervaniind.com and on the website of CDSL immediately after the declaration of results by the Chairman. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 21. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of directors seeking appointment/ re-appointment under Item Nos. 5,7,8,9,10 and 11 of this Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Mr. Tahir Hasan	Dr. Ashutosh Pratap Singh	Mr. Gopal Swarup Chaturvedi	Mr. Mohd. Aslam Sayeed	Mr. A. N. Shervani	Mr. Raju Verghese	Mrs. Shefali Bansal	Mr. Sadiq Husain Siddiqui
DIN	0074282	05354321	00148434	06652348	0424635	01086812	07090579	02125236
Date of Birth / Age	21 st Jul, 1946	12 th Mar, 1959	23 rd Jan, 1950	11 th Mar, 1954	15 th Aug, 1947	05 th Nov, 1947	06 th Dec, 1956	01 st Jan, 1948
Date of Appointment on the Board	14 th Aug, 2014	14 th Aug, 2014	14 th Aug, 2014	14 th Aug, 2014	31 st Oct, 2000	27 th Jan, 2007	09 th Feb, 2015	NA*
Qualifications	B E, PGDBM	Doctorate in General Medicine	Law Graduate	Law Graduate	B. Com	B. Sc	Graduate	Graduate
Experience and expertise in specific functional area	Engineering and Operations	Medical Practitioner	Advocate	Businessman	Industrialist	Finance, Accounts & Taxation	Social Work	Legal, Defence & Public Relations
Terms and conditions of Appointment	As per resolution set out in the Notice	As per resolution set out in the Notice	As per resolution set out in the Notice	As per resolution set out in the Notice	As per resolution set out in the Notice	As per resolution set out in the Notice	As per resolution set out in the Notice	As per Company's appointment and remuneration policy
Remuneration last drawn p.a.	3,00,000/-	-	-	-	-	-	-	-
Directorship in other Companies	M/s Tara Products & Services Pvt. Ltd. M/s Saraswati Sugar Mills Ltd. M/s ISGEC Heavy Engineering Ltd. M/s Star Hotels Ltd. (Formerly Known as Shervani Hospitalities Ltd.) Uttar Pradesh Cricket Association			M/s Farco Foods Private Limited (Nominee Director)	M/s Star Hotels Limited (Formerly Known as Shervani Hospitalities Ltd.) M/s Shervani Enterprises Pvt. Ltd. (Formerly Known as Shervani Fabrics Pvt. Ltd.) Red Leaf Estate Pvt. Ltd.	Lebensraum Infra Pvt. Ltd. (formerly known as Reed Finance Pvt. Ltd.) Capon Food Specialities Ltd.		Capon Food Specialities Ltd.
Chairman/Member of Committee of the Board of other Companies (a) Audit Committee (b) Stakeholders' Relationship Committee								
Shareholding in Shervani Industrial Syndicate Limited	15415 Equity Shares	500 Equity shares	800 Equity Shares		1,49,655 Equity Shares	540 Equity Shares		150 Deferred Shares
Relationship with other Directors / KMPs	Sister's Husband of Mr S I Shervani, Mr S M Shervani and Mr A N Shervani				Brother of Mr. S. I. Shervani & Mr. S. M. Shervani			
No. of Board Meetings held during the year and attended by the Director during the Financial year 2018-19	Held - 5 Attended - 4	Held - 5 Attended - 4	Held - 5 Attended - 4	Held - 5 Attended - 5	Held - 5 Attended - 2	Held - 5 Attended - 2	Held - 5 Attended - 1	NA*

* His date of appointment will be 1st Oct, 2019.

By Order of the Board
For Shervani Industrial Syndicate Limited

S. K. Shukla
Company Secretary

Place : Prayagraj
Date : Aug 10, 2019

ANNEXURE TO NOTICE**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM No.5**

The Board of Directors of the Company at its meeting held on August 10, 2019 approved the re- appointment of Mr. Tahir Hasan (DIN:00074282) as a Whole Time Director for a period of three years with effect from 14.08.2019 on the terms and conditions as set out in the proposed resolution which are in line with the provisions of Schedule V of the Companies Act, 2013 and have been approved by the Nomination & Remuneration Committee of the Board. In terms of Provisions of sections 196, 197, 203 and other applicable provisions, the appointment of Mr. Tahir Hasan requires approval of Shareholders by way of special resolution as set out in the Notice.

Mr. Tahir Hasan is Graduate in Engineering and Management. His association with the company has been very long, more than 40 years, and deep. He has made immense contribution in the growth and development of this company. As a Whole-time Director is actively involved in the routine business affairs of the company. He guides the Board on technical aspects. Considering the invaluable services and long term association, the Board recommends the re-appointment of Mr. Tahir Hasan as Whole-time Director for the approval of members.

However, Mr. Tahir Hasan attained the age of seventy years on 21st July, 2016, as such, it is intended to seek approval of the members by way of special resolution for his appointment as Whole-time Director of the Company.

Except Mr. Tahir Hasan being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the said resolution.

ITEM NO.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Shishir Jaiswal & Co., Cost Accountants (Firm Registration No. 102450) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 on the terms and conditions as set out in the resolution placed at Item No. 6 of the Notice. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members of the Company is being sought for passing the Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors and / or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

ITEM NO. 7 to 9

Dr. Ashutosh Pratap Singh, Mr. Gopal Swarup Chaturvedi & Mr. Mohd. Aslam Sayeed were appointed as Non-Executive Independent Directors of the Company by the members at the 66th AGM of the Company held on 30th September, 2014 for a period of five consecutive years till 30th September, 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, Dr. Ashutosh Pratap Singh, Mr. Gopal Swarup Chaturvedi and Mr. Mohd. Aslam Sayeed being eligible have offered themselves for re-appointment as Independent Directors, therefore, are proposed to be re-appointed as Independent Directors for second term of five consecutive years with effect from 30th September, 2019.

The Company has received declaration from them stating that they meet 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. They have also given their consent to continue to act as Independent Directors of the Company, if so appointed by the members.

The Board considers that the continued association of all the retiring independent Directors would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Ashutosh Pratap Singh, Mr. Gopal Swarup Chaturvedi & Mr. Mohd. Aslam Sayeed as an Independent Directors.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Dr. Ashutosh Pratap Singh, Mr. Gopal Swarup Chaturvedi & Mr. Mohd. Aslam Sayeed as Independent Directors for another term of five consecutive years with effect from 30th September, 2019 for the approval by the shareholders of the Company.

Except Dr. Ashutosh Pratap Singh, Mr. Gopal Swarup Chaturvedi and Mr. Mohd. Aslam Sayeed, being an appointees and their respective relatives, none of the

Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 to 9.

ITEM NO. 10

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mrs. Shefali Bansal (DIN: 07090579), as a Women Director in the category of Independent Director of the Company with effect from 30th September, 2019 to hold office for a period 5(five) consecutive years in place of Mr. Kush Bhargava (DIN: 00074004), the Independent Director who opted not to seek re-election at the ensuing Annual General Meeting of the company due to personal reasons. Mrs. Shefali Bansal is eligible for appointment and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the company. The brief profile of Mrs. Shefali Bansal has been given in a the separate statement forming part of this notice. The Board recommends the appointment of Mrs. Shefali Bansal (DIN: 07090579) as a Women Director in the category of Independent Director of the Company.

Except Mrs. Shefali Bansal as an appointee no other Directors, Key Managerial Personnel of the Company and their relatives, is interested or concerned financially or otherwise in the Resolution.

ITEM NO. 11

The Board of Directors of the Company at its meeting held on 10th August, 2019 approved the appointment of Mr. Sadiq

Husain Siddiqui (DIN: 02125236) as a Whole Time Director designated as Director (Corporate Affairs) for a period of three years with effect from 1st October, 2019 on the terms and conditions as set out in the proposed resolution which are in line with the provisions of Schedule V of the Companies Act, 2013 and have been approved by the Nomination & Remuneration Committee of the Board. In terms of Provisions of sections 196, 197, 203 and other applicable provisions, the appointment of Mr. Sadiq Husain Siddiqui requires approval of Shareholders by way of special resolution as set out in the Notice.

Mr. Sadiq Husain Siddiqui joined the Company in 1970 and served the Organisation at various positions. Due to his memorable contribution and long association with the Company, the Board recommends his appointment on the Board of the Company as Whole-time Director. He is very well known social activist in Prayagraj and has been awarded President's Medal, twice, for his meritorious and distinguished services. He is also Dy Chief Warden of Civil Defence of Prayagraj and actively participates in volunteer works through Civil Defence.

Except Mr. Sadiq Husain Siddiqui being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is in any way may be considered as concerned or Interested financially or otherwise in the resolution.

By Order of the Board
For Shervani Industrial Syndicate Limited

S. K. Shukla
Company Secretary

Place : Prayagraj
Date : Aug 10, 2019

LOCATION MAP OF VENUE OF ANNUAL GENERAL MEETING