



## SUJALA TRADING & HOLDINGS LTD.

Regd. Off.: 1A, GRANT LANE, 2<sup>ND</sup> FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: [@sujalagroup.com](mailto:sujala_trading@yahoo.com/enquiry),  
[@sujalagroup.com](mailto:@sujalagroup.com),

CIN-L51109WB1981PLC034381 Website-[www.sujalagroup.com](http://www.sujalagroup.com)

### NOTICE

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of M/s. SUJALA TRADING & HOLDINGS LIMITED is scheduled to be held on Friday, the 28<sup>th</sup> day of September, 2018 at 1A, Grant Lane, 2<sup>nd</sup> Floor, Room No: 202, Kolkata-700 012 at 10.00 A.M to conduct the following business:

#### ORDINARY BUSINESS:

##### Item No-1-To Adopt the Financial Statements for the financial year ended on the 31<sup>st</sup> March, 2018:

To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31<sup>st</sup> March 2018, which include Statement of Profit & Loss, Cash Flow Statement for the financial year ended on 31<sup>st</sup> March, 2018 and the Balance Sheet at that date, Directors' Report and the Reports of Auditors' thereon.

##### Item No-2-To Declare Dividend:

To declare dividend of ₹0.10/- per equity share on the Equity Share Capital for the financial year ended on 31<sup>st</sup> March, 2018, subject to the approval of Shareholder at the Annual General Meeting.

##### Item No-3-Re-appointment of Director:

To appoint a Director in place of Mr. Dhiraj Ram (DIN- 06752534) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### Item No-4-Appointment of Mrs. Tapashi Naha Roy as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mrs. Tapashi Naha Roy (DIN: 08195094) be and is hereby appointed as an Independent Director of the Company for a period of consecutive five (5) years with effect from September 28, 2018 and the said appointment shall not be subject to retire by rotation.”

By order of the Board

For Sujala Trading & Holdings Ltd

Prithwish Chatterjee  
Company Secretary

**For SUJALA TRADING & HOLDINGS LTD,**  
  
**Company Secretary**

Kolkata, August 20, 2018

## NOTES:

### 1. This intimation is exclusively for those Members whose securities are held at physical mode as of now:

BSE has issued a Circular to Listed Companies on July 05, 2018 informing about amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Based on that **with effect from December 5, 2018, shares which are lodged for transfer shall be in dematerialized form only. In other words, no transfer of securities which are held in physical mode won't be allowed from December 5, 2018 onwards.**

For your reference the web link of the said notification is given here at:

<https://www.bseindia.com/corporates/Displaydata.aspx?Id=cd22b184-1153-4b05-8ad9-d04699161f89&Page=cir>

Hence, you are requested to dematerialise the securities which are held at physical mode as soon as possible and ensure that the signature cards of yours with respect to physically held securities are to be handed over to our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6<sup>th</sup> Floor, Kolkata- 700 001, West Bengal at the earliest once the dematerialization is done.

Necessary information on how to dematerialize your securities is already placed at the Company's website and also hereat for your requisite guidance.

### Steps to be undertaken to dematerialize your securities:

The Client (Registered Owner) will submit a request to the Depository Participant (DP) in the Dematerialization Request Form (DRF) for dematerialization, along with the certificates of securities to be dematerialized. Before submission, the client has to deface the certificates by writing "SURRENDERED FOR DEMATERIALISATION".

The Depository Participant will verify that the Dematerialization Request Form is duly filled in and the number of certificates, number of securities and the security type (equity, debenture etc.) are as given in the Dematerialization Request Form. If the Dematerialization Request Form and security count are in order, the Depository Participant will issue an acknowledgement slip duly signed and stamped, to the client.

The Depository Participant will scrutinize the Dematerialization Request Form and the certificates. The scrutiny involves the following:

- ☐ Verification of the Client's signature on the Dematerialization Request Form with the specimen signature (the signature on the account opening form). If the signature differs, the Depository Participant should ensure the identity of the client.
- ☐ Compare the names on Dematerialization Request Form and Certificates with the Client Account.
- ☐ Paid-Up Status.
- ☐ ISIN (International Securities Identification Number).
- ☐ Locked-in status.
- ☐ Distinctive numbers.

In case the securities are not in order, they are returned to the client and acknowledgement is obtained. The Depository Participant will reject the request and return the Dematerialization Request Form and certificates in case:

- ☐ The Certificates is mutilated or they are defaced in such a way that the material information is not readable. It may advise the Client to send the Certificate to the Issuer/ R&T Agent and get new Certificate issued in lieu thereof.
- ☐ A single Dematerialization Request Form is used to dematerialize securities of more than one Company.
- ☐ Part of the Certificates pertaining to a single Dematerialization Request Form is partly paid-up, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates. The Depository Participant may advise the Client to send separate request for fully paid-up and partly paid-up securities.
- ☐ Part of the Certificates pertaining to a single Dematerialization Request Form is locked-in, the Depository Participant will reject the request and return the Dematerialization Request Form along with the Certificates to the Client.



The Depository Participant may advise the Client to send a separate request for the locked-in certificates. Also, certificates locked-in for different reasons should not be submitted together with a single Dematerialization Request Form.

In case the securities are in order, the details of the request as mentioned in the Dematerialization Request Form are to be entered in the DPM (software provided by NSDL to the Depository Participant) and a Dematerialization Request Number (DRN) will be generated by the system.

The DRN so generated is to be entered in the space provided for the purpose in the Dematerialization Request Form.

A person other than the person who entered the data is expected to verify the details recorded for the DRN. The request will be then released by the Depository Participant which will be forwarded electronically to DM (DM- Depository Module, NSDL's software system) by DPM.

The DM will forward the request to the Issuer / R&T Agent electronically.

The Depository Participant will fill up the relevant portion viz., authorization portion of the Dematerialization Request Form.

The Depository Participant will punch the certificate on the Company Name so that no material information on the Certificate will be destroyed.

The Depository Participant will then dispatch the Certificates along with the Dematerialization Request Form and a covering letter to the Issuer / R&T Agent.

The Issuer / R&T Agent will confirm acceptance of the request for dematerialization in his system DPM (SHR) and the same will be forwarded to the DM, if the request will be found in order.

The DM will electronically authorize the creation of appropriate credit balance in the client's account.

The DPM will credit the client's account automatically.

The Depository Participant must inform the client about the changes in the client's account following the confirmation of the request.

The Issuer / R&T Agent may reject the dematerialization request in some cases. The Issuer / R&T Agent will send an objection memo to the Depository Participant with or without DRF and security certificates depending upon the reason of rejection. The Depository Participant/ Investor has to remove reasons for objection within 15 days, the Issuer / R&T Agent may reject the request and return the Dematerialization Request Form and accompanying Certificates to the Depository Participant. The Depository Participant, if the Client so requires, may generate a new dematerialization request and send the securities again to the Issuer / R&T Agent. No fresh request can be generated for the same securities until the Issuer / R&T Agent rejects the earlier request and informed NSDL and the Depository Participant about it.

We also like to inform that we have already taken requisite efforts through our RTA i.e. ABS Consultant Private Limited, 4, B.B.D Bag (East), Stephen House, Room No: 99, 6<sup>th</sup> Floor, Kolkata-700 001, West Bengal by means of sending letter under Registered/Speed post to the holders of physical certificates at their address as presently registered, appraising them about the amendment and sensitise them about the impact of the regulation on the transfer of shares held by them in physical form with effect from December 5, 2018. In this respect you are requested to kindly update your latest address with us in case there is change of your address for communication which is not yet notified to us from your part and who hasn't received the reminder in respect to the above as well.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of

member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid-Up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid-Up Equity 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. Members are requested to notify to the Registrar of the Company, M/s. ABS Consultant Private Limited, Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, West Bengal regarding any change in their address.

3. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.

4. Electronic copy of the Annual Report for Financial Year 2017-18 is being sent to all Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for Financial Year 2017-18 is being sent in the permitted mode.

5. The Register of Members and Equity Share Transfer Books will remain closed from **22 September, 2018 to 28 September, 2018 (both days inclusive)**.

**6. Voting through electronic means:**

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI), Members are provided with the E-Voting facilities i.e. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("Remote e-Voting") provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company, inter alia, indicating the process and manner of E-Voting process along with printed Attendance Slip and Proxy Form are being dispatched to all the Members. The E-Voting particulars are provided at the bottom of the Attendance Slip for the 37<sup>th</sup> Annual General Meeting (AGM):

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 at the AGM through ballot paper.

The Remote E-Voting period will begin on **25<sup>th</sup> September, 2018 from 9.00 A.M. and ends on 27<sup>th</sup> September, 2018 till 5.00 P.M.** During this period, equity shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the **cut-off/entitlement date of 21.09.2018** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their votes at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the Meeting through ballot papers.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their votes again.

Members, Proxies and Authorised Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips or copies of the Report and Accounts will not be made available at the venue of the AGM.



The process and manner for remote e-voting are as under:

**Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with **"SUJALA TRADING & HOLDINGS LTD"** from the drop-down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip):
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in D-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first-time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in D-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the D-mat 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN **"SUJALA TRADING & HOLDINGS LTD"** for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If D-mat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. For Non – Individual Shareholders and Custodians:
  - I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. If a person became the member of the company after the dispatch of notice, and then such member may contact the company for Login ID and other e-voting related details.

V. The voting rights of shareholders shall be in proportion of their shares of the Paid-Up equity share capital of the Company as on the cut-off/entitlement date i.e. 21.09.2018.

VI. Pursuant to the provisions of Section 108 of the Companies Act 2013, read with the rules thereof, Mrs. Ayushi Khaitam, Practicing Company Secretary, (Certificate of Practice No. 19325; Membership No. ACS 52589) has been appointed as the Scrutinizer to scrutinize the voting at the Annual General meeting and the remote e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the AGM, 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 Papers" for all those members who are present at the AGM but have not cast their votes by availing the mode of remote e-voting facility.

VIII. The Results of voting will be declared within 48 hours from the conclusion of Annual General Meeting. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.sujalagroup.com](http://www.sujalagroup.com) and on the website of CDSL. Such results shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No:4

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from M/s. Shree Sudharshan Castings Private Limited, being the Member of the Company, proposing candidature of Mrs. Tapashi Naha Roy for the office of Independent Director of the Company in compliance of section 160 of the Companies Act, 2013 along with the requisite deposit as prescribed under this section.

Copy of the Notice under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Tapashi Naha Roy for the office of Independent Director of the Company is attached herewith at the end of this Annual Report and also has been placed at the website of the Company i.e. [www.sujalagroup.com](http://www.sujalagroup.com).

The Company has received requisite consent and declarations from Mrs. Tapashi Naha Roy as required under various provisions including section 149(6) of the Companies Act, 2013 and Rules made thereunder. The resolution seeks the approval of the members for the appointment of Mrs. Tapashi Naha Roy as an Independent Director of the Company for a period of five (5) consecutive years with effect from September 28, 2018. Further the appointment, if made, shall not be subject to retire by rotation.

Mrs. Tapashi Naha Roy has an extensive work experience in the finance portfolio in a financial company over a period of time. In the opinion of the Board of Directors, Mrs. Tapashi Naha Roy is a person of integrity and possesses requisite expertise and experience, by also considering the portfolio of our Company and the nature of its business, as specified in the Companies Act, 2013 and the Rules made thereunder and also fulfil all the criteria of her independence as specified under section 149(6) of the Companies Act, 2013.

Except Mrs. Tapashi Naha Roy, no other Director, Key Managerial Personnel or their relatives is in any way, financially or otherwise, either directly or indirectly interested or concerned in the resolution.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Tapashi Naha Roy as an Independent Director.

She doesn't hold any Directorship in any other Company as on this date.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Tapashi Naha Roy as an Independent Director set forth in Item no. 4 of the Notice, for the approval by the shareholders of the Company.



**Details of Director Seeking Re-Appointment at the Forthcoming Annual General Meeting:**  
(under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

**Mr. Dhiraj Ram:**

Mr. Dhiraj Ram DIN- 06752534 is a Non-Executive of the Company. He is having experience in the field of Accounts and Finance over the period of years. He has been serving to the Company for a period of 4 (four) years above.

He does not hold by himself or for any person on a beneficial basis, any shares in the Company.

The Directorship and Membership of Board Committees of Mr. Dhiraj Ram as on Dates is as under:

- Directorship in listed Company(ies): Sujala Trading and Holdings Limited as a Non-Executive Director.
- Committee Membership in Listed Company(ies): In Sujala Trading and Holdings Limited:
  - ✓ Nomination & Remuneration Committee
  - ✓ Stakeholders Relationship Committee

Mr. Dhiraj Ram, Director, is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013.

**Route map of the venue of 37<sup>th</sup> Annual General Meeting of the Company**



By order of the Board

For Sujala Trading & Holdings Ltd

**For SUJALA TRADING & HOLDINGS LTD.**

Prithwish chatterjee  
Company Secretary

*Prithwish Chatterjee*  
**Company Secretary**

Kolkata, August 20, 2018