

**SAMTEL INDIA LIMITED**

(CIN: L31909RJ1981PLC012073)

**NOTICE OF MEETING**

NOTICE is hereby given that the 39<sup>th</sup> Annual General Meeting of Samtel India Limited will be held at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, District Kota (Rajasthan) on Thursday, the 30<sup>th</sup> day of September 2021 at 9:30 AM to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon 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 the audited financial statement of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mrs. Alka Kaura (DIN 00687365) who retires by rotation and being eligible offers herself for re-appointment 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 in accordance with the provisions of Section 152 and other applicable provisions of Companies Act, 2013 Mrs. Alka Kaura (DIN 00687365) , who retires by rotation at this meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS**

3. **Shifting of Registered Office of the Company from the State of Rajasthan to the State of Delhi**

To consider and, if thought fit, to pass the following resolution, with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Regional Director, North Western Region Directorate, Ministry of Corporate Affairs, Government of India and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Rajasthan and that Clause II of the Memorandum of Association of the Company be substituted with the following clause: II.

The Registered Office of the Company will be situated in the State of Delhi

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

4. To consider and if thought fit, to pass with or without modification(s) the resolution for re-appointment of Mr. Satish K Kaura (DIN: 00011202) as Chairman & Managing Director of the Company as a **Special Resolution:**

"RESOLVED UNANIMOUSLY THAT in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary, Mr. Satish K Kaura be and is hereby re-appointed as the Managing Director of the Company without remuneration for a further period of 5 years with effect from 9th November, 2021 and his tenure as Managing Director of the Company will be up to 8th November, 2026.

RESOLVED FURTHER THAT as Managing Director of the Company Mr. Satish K Kaura will be responsible for the day to day affairs of the Company and will have the absolute power of Management of the affairs of the Company.

RESOLVED FURTHER THAT Mr. Rajesh Bhalla, Director and Mr. Dhruv Sethi, Director of the Company be and are hereby severally authorized to sign & submit requisite forms alongwith certified copies of the resolution with concerned Statutory Authorities including Registrar of Companies, NCT of Delhi & Haryana."

By Order of the Board of Directors

Sd/-

**Satish K Kaura**  
**Chairman & Managing Director**

Place: New Delhi  
Date: 13th August, 2021  
**Registered Office:**

Village Naya Nohra, Tehsil Ladpura,  
Kota Baran Road, Kota (Rajasthan)

***Administrative / Corporate Office:***

1212, 12<sup>th</sup> Floor, 43, Chiranjiv Tower,  
Nehru Place, New Delhi – 110019.  
Email: samtel.india@gmail.com

NOTES:

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the special businesses is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies(Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In terms of the provisions of section 112 and 113 of the Act read with the aforesaid circulars Institutional/Corporate Shareholders (i.e other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting.
5. Pursuant to Regulation 36 of the Securities and Exchange Board Of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief profile and other details of Mr. Satish K Kaura (DIN: 00011202) and Mrs. Alka Kaura, Director, Re-Appointment of Managing Director & Director are provided in the Annexure A to this Notice.
6. M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683), have been acting as the Statutory Auditors of the Company since the conclusion the 35th Annual General Meeting (AGM) held on 27th September 2017. They were appointed for a period of five consecutive years commencing from the conclusion of the 35th Annual General Meeting till the conclusion 40th Annual General Meeting, subject to ratification by the members of the Company at every Annual General Meeting. The requirement of ratification of auditors by the members is no longer required. However, M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No.

003683), have confirmed that they are not disqualified to continue as the Statutory Auditors of the Company.

7. Register of Directors and Key Managerial Personnel and their shareholding in the Company maintained under section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection at the register office of the company during the business hours on all working days up to the date of Annual General Meeting and will remain open for inspection during the Annual General Meeting also.
8. In compliance with MCA General Circular 20/2020 dated 5th May, 2020 and SEBI Circular dated May 12, 2020 Notice of the 51st AGM along with the Annual Report FY 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the company/Depositories. Members may note that the notice and Annual Report 2020-21 will also be available on the company's website at [www.samtel-india.com](http://www.samtel-india.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Members of the Company holding Shares either in physical form or in Dematerialised forms as on 27th August 2021 will be sent Annual Report for the financial year 2020-21 through electronic mode.

To comply with the provisions of section 88 of the companies (Management and Administration) Rules 2014, the company is required to update its database by incorporating members, designated Email ID in its records. Accordingly members are requested to submit their e-mail ID vide the email updation form available on the website of the company, having web link. The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the company.

9. Shareholders desiring any information regarding to Financial Statements are requested to write to the Companies Administrative / Registered office at an early date so as to enable the management to keep the information ready.
10. Members, Proxies and Authorised Representatives are requested to bring duly filled Attendance Slips and their copies of the report will not be distributed at the meeting. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.
11. All correspondence relating to transmission of shares, subdivision of shares, issue of duplicate share certificates, change of address, dematerialization of shares etc. will be attended to and processed at the office of the RTA i.e MCS Share Transfer Agents Limited, MCS Share Transfer Agents Limited, F-65, First Floor, Okhla Industrial Area, Phase I, New Delhi 110020. (Email :[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)).
12. The Securities and Exchange Board of India (SEBI) has mandated 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 their respective DP. Members holding shares in

physical form are requested to submit their PAN details to the company/RTA.

13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form earliest.
14. 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 entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice of (3) days in writing is given to the Company.
15. 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.
16. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences, and also;
  - Non-Resident Indian members are requested to inform M/s MCS Share Transfer Agents Limited immediately of: a. Change in their residential status on return to India for permanent settlement; and
  - Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
  - Members are requested to register / update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
17. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
18. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
19. 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 up to the date of the Annual General Meeting.
20. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
21. The members whose names appear in the register of members/ list of beneficial owners as received

from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 16th September 2021 be entitled to vote by ballot paper attending Annual General Meeting in person(s) on the resolutions set for in this notice and the person who are not member as on cut off date should treat this notice for information purpose only.

22. A person who becomes a member of the company after send/dispatch of the Notice of the meeting and holding shares as on the cut off date i.e 25th September 2021 may obtain the user ID and Password.
23. **The Register of Members and the Share Transfer Books of the Company will be closed from Monday, the 27<sup>th</sup> day of Sept. 2021 to Wednesday, the 29<sup>th</sup> day of Sept. 2021 (both days inclusive).**
24. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

**25. Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**26. Unclaimed Dividends:**

**(a) Transfer to General Revenue Account:**

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1996 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to Office of the Registrar of Companies, NCT of Delhi & Haryana.

**(b) Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund

("the Fund") established by the Central Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

All the unpaid dividends have already been transferred to the IEPF Account. All unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. For details please visit [www.iepf.gov.in](http://www.iepf.gov.in).

**27. Process and manner for Members opting to vote through electronic means:**

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 from time to time, and SEBI (LODR) Regulations, 2015 and as per the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by National Security Depository Ltd. (NSDL).

**The instructions for shareholders voting electronically are as under:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jatinfcs@gmail.com](mailto:jatinfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the meeting i.e. Thursday, the 30<sup>th</sup> September, 2021.**

**By Order of the Board of Directors**

**Sd/-**

**SATISH K KAURA**

**Chairman & Managing Director**

Dated: 13<sup>th</sup> August, 2021

*Administrative / Corporate Office:*  
1212, 12<sup>th</sup> Floor, 43 Chiranjiv Tower,  
Nehru Place, New Delhi – 110019.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice dated August 13, 2021.

**Item No.3**

Presently, the Registered Office of the Company is situated in Kota in the State of Rajasthan and the Head Office overseeing the day to day operations of the Company is situated at New Delhi. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on August 13, 2019, August 14, 2020 and August 14, 2021 has recommended to shift the Registered Office of the Company from the State of Rajasthan to State of Delhi. The proposal was also approved by the members of the company at the previous Annual general Meeting. However, the process of shifting could not be carried out due to prevailing pandemic. Even though the approval of the members are still in force, but as a good corporate governance practice and measure of abundant precaution approval of members is being sought once again.

The shifting of Registered Office from the State of Rajasthan to the State of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through e-voting for shifting of the Registered Office of the Company from the State of Rajasthan to the State of Delhi and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during business hours on all working days (except Saturday and Sunday), up to and including the last date of voting through e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 3 for approval of the members as a Special Resolution.

#### **Item No. 4**

#### **Statement pursuant to Schedule V of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2:**

In terms of the Sections 196, 197 and 203 , the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V and all other applicable provisions of the Act and Chapter IV of the SEBI (LODR) Regulations, 2015 and subject to the approval of Members, Central Government and other approvals as may be required (if any), the nomination and remuneration committee and the Board of Directors at their respective meetings held on 13<sup>th</sup> August, 2021 have the re-appointment of Mr. Satish K Kaura (DIN: 00011202) as Managing Director of the Company for a further period of 5 years effective from 9<sup>th</sup> November, 2021 without any remuneration.

Mr. Satish K Kaura, was appointed as Managing Director of the company for a period of 5 year and his tenure will be completed on 8<sup>th</sup> November, 2021. During the entire period of his current appointment Mr. Satish K Kaura has not drawn any remuneration or perquisites from the Company.

In terms of the provisions of Section 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, Mr. Satish Mr. Kaura, who has crossed the age of 70 years can be re-appointed as the Managing Director of Samtel India Limited for a further period of 5 years provided the same is approved by the members of the Company by way of Special Resolution.

Keeping in view the current status/position of the Company and future business plan it is proposed to re-appoint Mr. Satish K Kaura as the “Managing Director” of the Company for a further period of 5 years with effect from 9<sup>th</sup> November, 2021 upto 8<sup>th</sup> November, 2026. It is further proposed that the Managing Director will not draw any remuneration or perquisites from the Company during entire duration of his re-appointment unless so recommended by the Board and approved by the Members and such Statutory Authorities as may be required.

#### **JOB PROFILE AND HIS SUITABILITY:**

##### **Career and Experiences:**

Mr. Satish K. Kaura, aged about 77 years, has done his Bachelor of Engineering from IIT Kanpur and has done his Masters in Electronics from Carleton University, Canada. After obtaining valuable work experience in North America, Mr. Kaura returned to India and set up the Samtel Group.

He is the Chief Promoter and Architect of the Company, who had set up the business himself being the first generation entrepreneur and has been looking after the affairs of the Company since inception and also chiefly responsible for all major business policy decision of the Company

Besides his business interest, Mr. Kaura is active in other fields as well. He has been President of Electronics Components Industries Association and Chairman of Confederation of Indian Industry (Northern Region). He was given the distinguished Alumni Award by IIT, Kanpur in 1989. ELCINA honoured him with the Electronics Man of the Year in 1988 and CETMA conferred on him Man of Electronics Award for 1996. He has also been recognized and honoured by various organizations in different walks of life. He is also involved with managing schools and free health services in villages.

Recognizing his contribution and distinguished services in the field of Science and Technology, the Government of India conferred the prestigious PADMA SHRI Award in 2005.

Samtel India Limited is a listed Company. In terms of the provisions of the Companies Act, 2013 and Listing Regulations, the Company ought to have a Managing or Wholetime Director to take care of the day to day management and affairs of the Company.

Even though, at present, the manufacturing activities of the Company have been closed due to adverse business conditions and lack of demand, with the help of Mr. Kaura the Board of Directors have been exploring various other business opportunities and are confident that the Company will embark upon a new journey very shortly.

Mr. Satish K Kaura, the Promoter and architect of the Company has been in the helm of affairs of the Company since inception and keeping in view his vast experience and association with the Company the Board of Directors considers him at the right person to lead the Company into a new beginning.

Therefore, the members of the Board of the company are requested to consider & approve the re-appointment of Mr. Satish K Kaura as the Managing Director of the Company, without remuneration, for a further period of 5 years effective from 9<sup>th</sup> November, 2021 upto 8<sup>th</sup> November, 2026.

The above may be treated as an abstract the terms of re-appointment in accordance with the Provisions of Section 196, 197 & 198 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals/sanctions as may be necessary

The Board recommends the Resolution for the approval of the members.

None of the Director of the Company except Mr. Satish K.Kaura & Mrs. Alka Kaura are interested in the Resolution.

**Details of Directors seeking appointment/ re-appointment at the AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name of Director</b>	<b>Satish K Kaura</b>	<b>Alka Kaura</b>
Date of Birth	18-12-1944	19-12-1950
Date of Appointment	29-06-1981	20-03-2015

Expertise in specific functional areas	Mr. Satish K Kaura, the Promoter and architect of the Company has been in the helm of affairs of the Company since inception and keeping in view his vast experience and association with the Company. Recognizing his contribution and distinguished services in the field of Science and Technology, the Government of India conferred the prestigious PADMA SHRI Award in 2005	Mrs. Kaura is Professional Woman Director has considerable experience in the filed of General Administration.
Qualifications	B.Tech.	Graduate
List of companies in which Directorship held as on 31.03.2015	<p><b>Public Limited:</b> Samtel India Limited Samtel Color Ltd.(under Liquidation) Samtel Glass Ltd. Samtel Hal Display Systems Ltd. Samtel Thales Avionics Ltd. Samtel Machines &amp; Projects Ltd. Swaka Consultants Ltd. Punswat Consultants Ltd.</p> <p><b>Private Companies:</b>  Blue Bell Trade Links Pvt. Ltd. Paramount Capfin Lease Pvt. Ltd. Fame Mercantile Pvt. Ltd.</p>	<p><b>Public Limited:</b> Samtel India Ltd. Samtel Machines &amp; Projects Ltd. Punswat Consultants Ltd. Swaka Consultants Ltd.</p> <p><b>Private Limited:</b> Fame Mercantile Pvt. Ltd. Paramount Capfin Lease Pvt. Ltd. Blue Bell Trade Links Pvt. Ltd.</p>
Chairman/Member of Mandatory Committee	Nil	<p><b>Member:</b> Remuneration Committee – Samtel India Ltd. Audit Committee - Samtel India Ltd. Stakeholders Relationship Committee - Samtel India Ltd.</p>

**SAMTEL INDIA LIMITED**

**Registered Office:** Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt.Kota, Rajasthan-324001

**Administrative Office:** 1212, 12th Floor, 43 Chiranjiv Tower, Nehru Place, New Delhi 110019.

**CIN: L31909RJ1981PLC012073**

**39<sup>th</sup> Annual General Meeting on Thursday the 30<sup>th</sup> Sept. 2021**

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) : .....
Registered Address: .....
Email ID:.....
Regd. Folio No. / DPID/Clinet ID No. : .....

I/We

(Name(s)).....of  
(Address).....

being a Member / Members of ..... Shares of SAMTEL INDIA LIMITED hereby appoint  
(Name)..... of  
(Address).....

or failing him  
(Name).....of  
(Address).....

as my / our proxy to attend and vote for me / us and on my / our behalf at the 39<sup>th</sup> Annual General Meeting of ***Samtel India Limited*** to be held on Thursday, the 30<sup>th</sup> September 2021 at 9.30 A.M. at registered office of the company at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, Distt. Kota (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Against	For
1	Adoption of Audited Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2021 and Report of the Board of Directors and Auditors thereon.		
2	Re-Appointment of Mrs. Alka Kaura, who retires by rotation, and being eligible, seeks re-appointment.		

3	Change of Registered of the company from the State of Rajasthan to the State of Delhi.		
4	Re-Appointment of Mr. Satish K Kaura as Managing Director of the company (without remuneration) for further period of 5 years effective from 09th November, 2021 till 08th November, 2026.		

Signed this.....day of....., 2021

Signature of Shareholder:.....Signature of the Proxy Holder:.....

**Note:**

1. The proxy form should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference , if you leave the for, against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the 39<sup>th</sup> Annual General Meeting.

**SAMTEL INDIA LIMITED**

**CIN: L31909RJ1981PLC012073**

**Registered Office:** Village Naya Nohra, Kota Baran Road, Tehsil- Ladpura, Distt- Kota, Rajasthan-324001

**Correspondence Office:** 1212, 12th Floor, 43 Chiranjiv Tower, Nehru Place, New Delhi 110019.

**39<sup>th</sup> Annual General Meeting on Monday the 30<sup>th</sup> Sept. 2021**

**ATTENDANCE SLIP**

<b>39<sup>th</sup> Annual General Meeting Monday, the September 30, 2021</b>
Name of the Member: _____
Name of the Proxy Holder, if any: _____
Regd. Folio / DPID/Clinet ID No.: _____
No. of Shares: _____

I / we hereby record my/our presence at the at the 39<sup>th</sup> Annual General Meeting of *Samtel India Limited* to be held on Thursday, the 30<sup>th</sup> September 2021 at 9.30 A.M. at registered office of the company at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, District Kota (Rajasthan).

.....  
Signature of the Member / Proxy holder

**Note :**

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER at the entrance of the Meeting Venue.
2. No Attendance slip shall be issued at the meeting.
3. Electronic copy of the Annual Report for the Financial year 2020-21 & Notice of the AGM alongwith the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company / DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
4. Physical copy of the Annual Report for the Financial year 2020-21 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode (s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
5. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

.....  
Signature of the Member / Proxy holder

<b>E-Voting Particulars</b>		
<b>EVS (E Voting Sequence Number)</b>	<b>User ID</b>	<b>Password</b>