

SAB INDUSTRIES LIMITED

(CIN: L00000CH1983PLC031318)

Regd. Office: at S.C.O.49-50, Sector- 26, Madhya Marg, Chandigarh.

Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

Phone: +91-172-2793112., Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that an **Extra Ordinary General Meeting of the Shareholders** of the Company shall be held as scheduled below:

Day & Date : **Monday, 31st day of January 2022**
Time : 3:00 PM
Venue : Regd. Office of the Company at S.C.O.49-50,
Sector- 26, Madhya Marg, Chandigarh.

to transact the following business:

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company for appointment of Ms. Priya Garg who is daughter of Mr. Rajinder Kumar Garg, Chairman of the Company holding an office or place of profit, as **Advisor of the Company w.e.f. 01.02.2022**, on the following terms and conditions:

- a) **SALARY: Rs.6,00,000/- per month (Rs. Six Lakhs Only) consolidated.**
- b) **COMMISSION: 5% of the net profits** of the Company for each financial year or part thereof computed in the manner laid down under Section 198 of the Companies Act, 2013 in addition to consolidated salary
- c) Contribution to the Provident Fund @12% of the consolidated Salary;
- d) Reimbursement of Medical Bill up to one months' basic salary in a year, or upto three months' salary in a period of three years.
- e) Gratuity not exceeding half month's salary for each completed year of service, subject to the maximum as prescribed under the Gratuity Act.
- f) Earned leave as per Company rules. Earned leave accumulated may be encashed as per Company rules.
- g) Chauffeur driven car and Telephone at the residence for official use (the private use of car and telephone shall be billed by the Company to the appointee).

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and remuneration Committee thereof be and is hereby authorised to finalise and decide the change in designation and/ or revisions in the remuneration payable to Ms. Priya Garg from time to time in accordance with the company's policy on performance measurement and appraisal and such other relevant policies.

RESOLVED FURTHER THAT The Board of Directors of the Company thereof be and are hereby authorised to do all such acts, deeds, things, as may be deemed necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Place: Chandigarh

Date: 29.12.2021

Sanjay Garg

Director

DIN-00030956

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. **A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

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

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The members are requested to bring duly filled attendance slip at the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
5. Notice of the Extra Ordinary General Meeting along with attendance slip is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes.
6. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant(s), for receiving all correspondence from the Company electronically.**
7. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website for their download.
8. The Company is maintaining the "INVESTORS SERVICE CELL" at its Regd. Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
9. Members having any queries are requested to send their queries at least seven days before the date of the Meeting.
10. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI

LODR read with SEBI circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The instructions for shareholders voting electronically are as under:

1. **The voting period begins on January 28, 2022 at 9.00 a.m. and will end on January 30, 2022 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as **on 24 January, 2022 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's /retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all</p>

	<p>e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1.If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

CDSL	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542- 43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining for Physical shareholders and shareholders other than individual holding in Demat form.

1. The Shareholders should Log on to the e-voting website www.evotingindia.com
2. Click on shareholders
3. 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
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. 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 sent by the Company/ RTA which is printed on Postal Ballot/ attendance slip indicated in the PAN field or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both 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).

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then reach directly 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.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant Company Name < SAB INDUSTRIES LIMITED> on which you choose to vote.

10. 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.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting cast by clicking on “Click here to print” option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. **Additional facility for Non- Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ssl_ssg@glide.net.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. 24th January, 2022** may follow the same instructions as mentioned above for e-Voting.

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.
17. The Board of Directors has appointed Mr. S.K. Sikka, Practicing Company Secretary (ICSI Membership No. FCS-4241 and CP No.3582) Proprietor of S.K. Sikka &

Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

18. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Bombay Stock Exchange.

Relevant documents referred to in the notice and the explanatory Statement including register of shareholding of Directors and Key Managerial Personnel are open for inspection by members at the registered office of the Company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

EXPLANATORY STATEMENT [PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")]

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013, which govern the Related party transactions, it is required for the company to obtain prior approval of the Board of Directors and Shareholders for the appointment of relative to any office or place of profit at a monthly remuneration exceeding two and a half lakh rupees.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, at their meeting held on 12.11.2021, had approved the appointment of Ms. Priya Garg as Advisor of the company **w.e.f. 01.02.2022**, on terms and conditions set out in the resolution, subject to the approval of shareholders by the way of Ordinary Resolution.

Ms. Priya Garg is a high rank-holder graduate Engineer from Thapar Institute of Engineering & Technology, Patiala. She had been managing director of the Company from 30.05.2019 to 17.09.2021. In view of her vast knowledge and nature of her expertise, appointment of Ms. Priya Garg as Advisor of the Company was considered to be in best interest of the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives except Sh. Rajinder Kumar Garg, Chairman being her father is concerned or interested financially or otherwise in the resolution.

The Board recommends the passing of ordinary resolution mentioned at Item No 1 for approval of the members.

ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING

Location Map of Extra Ordinary General Meeting of SAB Industries Limited, Chandigarh



FORM OF PROXY

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

SAB INDUSTRIES LIMITED
CIN: L00000CH1983PLC031318

REGD.OFFICE: SCO 49-50, SECTOR 26, MADHYA MARG, CHANDIGARH-160019
 TEL. NO. +91-0172-2790979, 2792385, 2793112,

Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

NAME OF THE MEMBER(S)	
REGISTERED ADDRESS	
E-MAIL ID	
FOLIO NO /CLIENT ID	
DP ID	
NO. OF SHARES HELD	

I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint

Name :	Signatures:
Address:	
E-mail Id:	
Or failing him/ her	Signatures:
Name :	
Address:	
E-mail Id:	Signatures:
Or failing him/ her	
Name :	
Address:	Signatures:
E-mail Id:	
Or failing him/ her	

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 31st day of January 2022 at 3:00 p.m., at SCO 49-50, SECTOR 26, MADHYA MARG, CHANDIGARH-160019 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolution
Special Business

Approval for Appointment of Ms. Priya Garg as Advisor

Signed this _____ day of January 2022

Signature of Shareholder _____ Signature of Proxy holder(s)

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

SAB INDUSTRIES LIMITED
CIN: L00000CH1983PLC031318

REGD.OFFICE: SCO 49-50, SECTOR 26, MADHYA MARG, CHANDIGARH-160019
 TEL.NO. +91-0172-2790979, 2792385, 2793112

Email: ssl_ssg@glide.net.in, Website: www.sabindustries.in

ATTENDANCE SLIP

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
FOLIO NO	
DP ID:	
CLIENT ID NO.	
NO. OF SHARES HELD	
NAME OF PROXY (IN BLOCK LETTERS)	

I, hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 31st day of January 2022 at 3:00 p.m., at SCO 49-50, SECTOR 26, MADHYA MARG, CHANDIGARH-160019

Member's/ Proxy's Signatures

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