



NATH INDUSTRIES LIMITED

CIN : L21010MH1980PLC022820

NOTICE OF EXTRA ORDINARY GENERAL MEETING
To be schedule on
29th Dec 2022 03:00 pm

Regd.Off:

Nath House, Nath Road, Aurangabad 431005, Maharashtra

Admn. Office :

1, Chateau Windsor, 86, Veer Nariman Road, Charchgate, Mumbai-400 -020

Tel No : 0240-2376315 to 17

E-Mail : investor@nathindustries.com

website : www.nathindustries.com



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the EXTRA ORDINARY GENERAL MEETING of NATH INDUSTRIES LIMITED will be held on Thursday , 29th December, 2022 at 03.00 P.M. through Video Conferencing (VC)/ other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1.To Approve the request received from Mrs. Ashu Jain for re-classification of her shareholding from “Promoter/Promoter Group” category to “Public” category.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) ("Listing Regulations") and such other provisions of laws, rules and regulations thereof and subject to the approvals from BSE Limited and such other approvals as may be necessary, the request received from Mrs. Ashu Jain for re-classification of its shareholding in the Company from `Promoter/Promoter Group' category to `Public' category and removal of her name from `Promoter/Promoter Group' of the Company, be and are hereby approved by the members of the Company.

RESOLVED FURTHER THAT on receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter as per Regulation 31 of SEBI (LODR) Regulations, 2015, and the Company shall give effect in all concerned statutory records as deemed fit.

RESOLVED FURTHER THAT the board of directors of the Company, be and are hereby authorized to submit the applications for re-classification to BSE Limited, wherein securities of the Company is listed, or any other regulatory body as may be required and to take necessary steps.

RESOLVED FURTHER THAT the board of directors of the Company, be and are hereby authorized on behalf of the Company to sign any documents and to do any such acts, deeds, matters and things as they may, for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or any officer of the company duly authorised by the board, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to BSE Limited, seeking approvals from the Securities and Exchange Board of India, BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

2.APPOINTMENT OF MR. AKASH NANDKISHOR KAGLIWAL (DIN : 01691724) AS MANAGING DIRECTOR OF THE COMPANY

To consider & if thought fit, to pass with or without modification, the following resolution as Special resolution:

“RESOLVED THAT pursuant to the resolution passed in the meeting of the Nomination and remuneration committee and further pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, subject to such sanctions as may be necessary, and subject to the approval of the shareholders in the General Meeting, Mr.Akash Nandkishor Kagliwal (DIN – 01691724) be and is hereby appointed as Managing Director of the Company for a period of 5 years with effect from 14th November 2022 till 13th November 2027 (both days inclusive), The aggregate remuneration to be paid to Mr . Akash Nandkishor Kagliwal set out herein below:

A) Salary

Rs.5,00,000/- per month.

B) Perquisites:

(i) Leave Travel Concession :For self and family once in a year to and fro from any place in India subject to the condition that , only Air/ Rail fare shall be reimbursed .

(ii) Club Membership: Fees towards membership of clubs shall be borne by the Company subject, however, to membership of two clubs.

(iii) Privilege Leave: The Managing Director shall be entitled to one month's privilege leave.

(iv) Telephone :Company shall provide a telephone at the residence.



C) Termination of Office:

The office of the Managing Director may be terminated by the Company giving three months prior notice in writing.

D) Terms and conditions of Appointment:

Following shall be the terms and conditions on which Mr. Akash Kagliwal shall function as the Managing Director.

1. That subject to the Supervision and Control of the Board of Directors of the Company, the day today management of Company will be in the hands of the Managing Director.

2. That the Managing Director shall also perform such other duties and services and exercise such powers as shall from time to time entrusted to him by the Board of Directors including power of the Board, as provided for in the Articles of Association of the Company.

3. That the Managing Director undertakes that he shall discharge his duties to the best of his ability in the interest of the Company.

4. That he shall conform to and comply with the regulations and directions of the Company and such orders as may from time to time be given by the Board of Directors.

5. That subject to compliance of various laws for the time being in force, the Managing Director shall have and exercise the following powers.

a) To manage the affairs of the Company and to perform and exercise all such powers, rights, discretion assigned or vested with him by the Board and / or by the Shareholders in the general meeting.

b) To enter into and become party to and to sign and execute all deeds, conveyance, instruments, contracts, receipts and all other documents and writings on behalf of the Company, whether or not such documents are to be executed under the common seal of the Company.

c) To make, sign, draw, accept, endorse, negotiate, sell and transfer on behalf of the Company, cheques, bills of exchange, promissory notes, dock warrants, delivery order, railway receipts, bills of lading and such other mercantile documents and other negotiable instruments, securities and debentures.

d) To be a party to and to be present for registration and admit execution of and do all such acts, deeds and matters as may be found necessary and expedient to facilitate registration of all deeds, conveyance and writings whatsoever.

e) To institute, defend, refer to arbitration, abandon and compromise legal or other proceedings, settle claims by or against the Company.

f) To convene meetings of the Board of Directors, committee, sub committee of Directors and to convene the annual and extra ordinary general meeting of the shareholders.

g) To purchase, pay for, acquire, sell, repurchase, import, export, machinery, raw materials, finished goods and all such articles and things in the course of conducting the business of the Company.

h) To take on lease, hire purchase or on rent immovable and movable properties for the purpose of the business of the Company on such terms and conditions and charges as the Whole time Director may think fit.

i) To acquire tenements, buildings and such other immovable properties of every description and kind subject, however, to at such price as may be approved by the Board from time to time.

j) To approve of erection, extension of factory building, ware houses and buildings and works of every description and kind as the Board of Directors may decide from time to time.

k) To sell, transfer and dispose off immovable or movable properties of the Company of every description and kind.

l) To raise, borrow monies from time to time on behalf of and in the name of the Company but not exceeding the amount, if any, which may be specified by the Board of Directors time to time or as the whole time Director may think expedient.

m) To insure and keep insured Company's assets namely buildings, machinery, materials and all such properties movable or immovable and all such other risks.

n) Within the limit prescribed by the Board, to invest and deal with monies of the Company not immediately required in such investments including Govt. Securities.

o) To operate bank accounts, i.e., Current, Cash Credit, Over drafts, fixed or otherwise with any bankers, merchants or corporate and to pay monies into and draw monies from any such account or accounts from time to time for business needs.

p) To attend and vote at all meetings in bankruptcy, insolvency, liquidation or other proceedings in which Company may be interested or concerned.

q) To appoint, employ, promote, remove, discharge, suspend, reappoint, reemploy or replace for the governance of the country, officers, managers, secretaries, assistants, workmen and other employees, medical officers, accountants, architects, advocates, consultants, technicians with such powers and responsibilities and on such terms and conditions as to the duration of employment / retainership, remuneration and such other things, benefits as the Managing Director may think fit.

r) To delegate to any person/ persons all or any of the powers conferred on him by the Board and to revoke or withdraw any or all of the powers delegated by him as also from time to time provide for the appointment of Attorney or Attorneys or other persons for the management of the affairs of the Company and confer on such person such powers as the Managing Director may think fit and to remove from time to time and appoint other person/ persons to exercise the powers so delegated.



s) To make all such arrangements and to do all such acts, deeds, matters and things on behalf of the Company as may be necessary, desirable and expedient in the management of affairs of the Company subject, however, to the provisions of the Companies Act, 2013 and other laws for the time being in force and / or to the Articles of Association of the Company which, inter alia expressly forbid certain acts by the Managing Director or which are required to be done only in the general meeting or by the Board of Directors.

t) The Managing Director shall not have the power :

(i) To make calls on shareholders in respect of monies unpaid on the shares and Debentures of the Company. Except for the powers delegated under section 179 of the companies Act 2013,

(ii) To invest the funds of the Company or grant loans or borrow money.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.

RESOLVED FURTHER THAT, he is appointed as a Managing Director on Board not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.nathindustries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.



8.The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

9.Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 26thDecember 2022 to 28th December 2022 both days inclusive.

10.The explanatory Statements is given, pursuant to Section 102(1) of the Companies Act, 2013.

11.The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services.

12.Ms. Neha P. Agrawal, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board, can scrutinize the e-voting process in fair and transparent manner.

13. Relevant documents referred to in the Notice and the accompanying explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of the Extra Ordinary General Meeting.

14.Instruction for E-Voting and joining EGM are as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 26.12.2022 at 09:00 A.M. and ends on 28.12.2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23.12.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.12.2022.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: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2.If you are 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>



Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1.Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.</p> <p>2.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e.NSDL where the e-Voting is in progress.</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
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
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
- 3.A new screen will open. You will have to enter your User ID, your Password/OTP 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 :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- 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.
Physical User Reset Password?
- “(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 nehapagrawal@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr Sanjeev Yadav of NSDL Official at evoting@nSDL.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1.In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@nathindustries.com

2.In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@nathindustries.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3.Alternatively shareholder/members may send a request to evoting@nSDL.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4.In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1.The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2.Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3.Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4.The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23.12.2022, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nSDL.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23.12.2022 may follow steps mentioned in the Notice of the AGM/EGM under “Access to NSDL e-Voting system”.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1.Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2.Members are encouraged to join the Meeting through Laptops for better experience.

3.Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5.Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@nathindustries.com . The same will be replied by the company suitably.



6. Shareholders who would like to express their views or have questions may send their questions in advance, mentioning their Name, Demat account number, Folio Number, mobile number and e-mail address at (investor@nathindustries.com) from 26th December, 2022 (9:00 a.m. IST) to 28th December, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

For Nath Industries Limited
Abhaykumar Jain
Director
(DIN: 02454426)

CIN: L21010MH1980PLC022820
Registered Office:
Nath House, Nath Road, Aurangabad 431 005.
Email: investor@nathindustries.com
Date : 14.11.2022





Explanatory Statements, as required by Section 102 of the Companies Act, 2013

Item No. 1: Approval of request received from Mrs. Ashu Jain for re-classification of their shareholding from “Promoter/Promoter Group” category to “Public” category.

In this regard, the Company has received request letter from Mrs. Ashu Jain (“Outgoing Promoter”), who is part of the “Promoter/Promoter Group” of the Company and has requested for re-classification from “Promoter Group” Category to “Public” category under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 31A of the SEBI (LODR) Regulations, 2015, BSE Limited (“Stock Exchanges”) may allow re-classification of promoter group as public shareholders or vice versa subject to fulfilment of conditions as provided there in.

The Request was received by the Company, on November 07, 2022 and the same was intimated to BSE Limited on November 07, 2022 and was placed before the Board of Directors at its meeting held on November 14, 2022.

As per the request received from Mrs. Ashu Jain and understanding between her and her parental side family through Separation Agreement in respect of Nath Industries Limited; the Board noted that the Outgoing Promoter is not engaged in the management or day to day affairs of the company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner and also noted that she is not interested in the decision making, financial assets or other properties in respect of Nath Industries Limited through her relatives of parental side and also she has no claims, titles, interest, benefits and entitlement in Nath Industries Limited through her relatives of parental side.

The Outgoing Promoter has also confirmed she is eligible for re-classification as public shareholders, satisfies the conditions set out in Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further the Outgoing Promoter has confirmed that:

1. She, along with the Persons Acting in Concert (other than her parental side) do not hold more than ten percent of the total voting rights in the Company considering the understanding between her and her parental side family;
2. She does not exercise control over the affairs of the Company whether directly or indirectly;
3. She does not have any special rights with respect to the Company through formal and informal arrangements including through any shareholder agreements;
4. She does not represent on the Board of Directors (including not having a nominee Director) of the Company;
5. She does not act as a Key Managerial Person in the Company;
6. She is not a willful defaulter as per the Reserve Bank 'of India Guidelines;
7. She is not a fugitive economic offender.

The Outgoing Promoter have also undertaken to abide by the conditions listed in Regulation 31A of the Listing Regulations after their re-classification as public shareholders of the Company pursuant to the approval of such re-classification by the shareholders of the Company and the BSE Limited, failing which, she shall automatically be re-classified as Promoters/persons belonging to the Promoter Group, as applicable.

The Board of Directors of the Company considered the facts stated above and accepted the Request for re-classification from “Promoter/Promoter Group” category to the “Public” category by the Outgoing Promoter subject to approval of the members of the Company and also subject to the approval of the BSE Limited. In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the notice, for approval of the members of the Company.

As required under the Listing Regulations, upon re-classification to the “Public” category, the Outgoing Promoters shall not:

- a) hold along with the Persons Acting in Concert (other than her parental side) more than ten percent of the total voting rights in the Company considering the understanding between her and her parental side family;
- b) exercise control over the affairs of the Company directly or indirectly; or
- c) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

Further, she shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as key managerial persons of the Company for a period of at least 3 (three) years from date on which the BSE Limited approve their re-classification to the “Public” category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the BSE Limited or the Depositories. Further, trading in the equity shares of the Company has not been suspended by the BSE Limited.

The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 1 of the Notice.

Mrs. Jeevanlata Kagliwal and Mr. Akash Nandkishor Kagliwal, Director being relative of relative of Mrs. Ashu Jain is deemed to be interested or concerned in the said resolution and relatives of Mrs. Ashu Jain may be deemed to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except above mentioned none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise in this resolution



All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of the Extra Ordinary General Meeting.

ITEM NO 2

APPOINTMENT OF MR. AKASH NANDKISHOR KAGLIWAL AS MANAGING DIRECTOR

The Board of Directors of the Company at their meeting held on 14.11.2022 pursuant to the recommendation of the Nomination and Remuneration Committee approved appointment of Mr Akash Nandkishor Kagliwal (DIN : 01691724) as an Additional Director Pursuant to Regulation 17(1C) of SEBI (LODR) Regulations, 2015. Mr Akash Nandkishor Kagliwal can hold as an Additional Director upto the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice under Section 160(1) of the Companies Act 2013 from member signifying his intention to propose appointment of Mr Akash Nandkishor Kagliwal as a Director of Company.

Further, the board of directors in its meeting recommended the appointment of Mr Akash Nandkishor Kagliwal as Managing Director of the company for the period of five years with effect from 14.11.2022 to 13.11.2027 (both days inclusive) in terms of Section 161 (10) OF Companies Act 2013.

The main terms and conditions of appointment of Mr Akash Nandkishor Kagliwal as Managing Director in accordance with the Remuneration Policy of the Company is given below:

A) Salary

Rs. 5,00,000/- per month.

B) Perquisites:

- (i) Leave Travel Concession : For self and family once in a year to and fro from any place in India subject to the condition that , only Air/ Rail fare shall be reimbursed .
- (ii) Club Membership: Fees towards membership of clubs shall be borne by the Company subject, however, to membership of two clubs.
- (iii) Privilege Leave: The Managing Director shall be entitled to one month's privilege leave.
- (iv) Telephone : Company shall provide a telephone at the residence.

C) Termination of Office:

The office of the Managing Director may be terminated by the Company giving three months prior notice in writing.

D) Terms and conditions of Appointment:

Following shall be the terms and conditions on which Mr. Akash Kagliwal shall function as the Managing Director.

- 1) That subject to the Supervision and Control of the Board of Directors of the Company, the day today management of Company will be in the hands of the Managing Director.
- 2) That the Managing Director shall also perform such other duties and services and exercise such powers as shall from time to time entrusted to him by the Board of Directors including power of the Board , as provided for in the Articles of Association of the Company .
- 3) That the Managing Director undertakes that he shall discharge his duties to the best of his ability in the interest of the Company.
- 4) That he shall conform to and comply with the regulations and directions of the Company and such orders as may from time to time be given by the Board of Directors.
- 5) That subject to compliance of various laws for the time being in force, the Managing Director shall have and exercise the following powers.
 - a) To manage the affairs of the Company and to perform and exercise all such powers, rights, discretion assigned or vested with him by the Board and / or by the Shareholders in the general meeting.
 - b) To enter into and become party to and to sign and execute all deeds, conveyance, instruments , contracts , receipts and all other documents and writings on behalf of the Company, whether or not such documents are to be executed under the common seal of the Company.
 - c) To make ,sign, draw, accept endorse, negotiate, sell and transfer on behalf of the Company, cheques, bills of exchange, promissory notes, dock warrants, delivery order, railway receipts, bills of lading and such other mercantile documents and other negotiable instruments , securities and debentures.
 - d) To be a party to and to be present for registration and admit execution of and do all such acts, deeds and matters as may be found necessary and expedient to facilitate registration of all deeds , conveyance and writings whatsoever.
 - e) To institute, defend, refer to arbitration, abandon and compromise legal or other proceedings, settle claims by or against the Company. bject, however, to at such price as may be approved by the Board from time to time.



f) To convene meetings of the Board of Directors, committee, sub committee of Directors and to convene the annual and extra ordinary general meeting of the shareholders.

g) To purchase, pay for, acquire, sell, repurchase, import, export, machinery, raw materials, finished goods and all such articles and things in the course of conducting the business of the Company.

h) To take on lease, hire purchase or on rent immovable and movable properties for the purpose of the business of the Company on such terms and conditions and charges as the Whole time Director may think fit.

i) To acquire tenements, buildings and such other immovable properties of every description and kind and j) To approve of erection, extension of factory building, ware houses and buildings and works of every description and kind as the Board of Directors may decide from time to time.

k) To sell, transfer and dispose off immovable or movable properties of the Company of every description and kind.

l) To raise, borrow monies from time to time on behalf of and in the name of the Company but not exceeding the amount, if any, which may be specified by the Board of Directors time to time or as the whole time Director may think expedient.

m) To insure and keep insured Company's assets namely buildings, machinery, materials and all such properties movable or immovable and all such other risks.

n) Within the limit prescribed by the Board, to invest and deal with monies of the Company not immediately required in such investments including Govt. Securities.

o) To operate bank accounts, i.e., Current, Cash Credit, Over drafts, fixed or otherwise with any bankers, merchants or corporate and to pay monies into and draw monies from any such account or accounts from time to time for business needs.

p) To attend and vote at all meetings in bankruptcy, insolvency, liquidation or other proceedings in which Company may be interested or concerned.

q) To appoint, employ, promote, remove, discharge, suspend, reappoint, reemploy or replace for the governance of the country, officers, managers, secretaries, assistants, workmen and other employees, medical officers, accountants, architects, advocates, consultants, technicians with such powers and responsibilities and on such terms and conditions as to the duration of employment / retainership, remuneration and such other things, benefits as the Managing Director may think fit.

r) To delegate to any person/ persons all or any of the powers conferred on him by the Board and to revoke or withdraw any or all of the powers delegated by him as also from time to time provide for the appointment of Attorney or Attorneys or other persons for the management of the affairs of the Company and confer on such person such powers as the Managing Director may think fit and to remove from time to time and appoint other person / persons to exercise the powers so delegated.

s) To make all such arrangements and to do all such acts, deeds, matters and things on behalf of the Company as may be necessary, desirable and expedient in the management of affairs of the Company subject, however, to the provisions of the Companies Act, 2013 and other laws for the time being in force and / or to the Articles of Association of the Company which, inter alia expressly forbid certain acts by the Managing Director or which are required to be done only in the general meeting or by the Board of Directors.

t) The Managing Director shall not have the power to

i) To make calls on shareholders in respect of monies unpaid on the shares and Debentures of the Company.

ii) Except for the powers delegated under section 179 of the companies Act 2013, invest the funds of the Company or grant loans or borrow money.

The Board recommends the Special Resolution set out at Item No 2 of the Notice for approval of members.

For Nath Industries Limited

Abhaykumar Jain

Director

(DIN: 02454426)

CIN: L21010MH1980PLC022820

Registered Office:

Nath House, Nath Road, Aurangabad 431 005.

Email: investor@nathindustries.com

**ANNEXURE:-
DETAILS OF DIRECTORS SEEKING APPOINTMENT AT ANNUAL GENERAL MEETING**

NAME OF DIRECTOR	Mr. Akash Nandkishorkagliwal
DIN	01691724
Date of Birth	10.06.1979
Qualification	B.A.(Hons.) U.K.
Expertise in specific Functional areas	Wide Business experience across variety of industries
Director in other Public Companies	No
Chairman/ Member of Committees of other Companies	No
No of shares held in the Company	181



Thank You !