

SANCO INDUSTRIES LIMITED

Registered Office - D-161, Surajmal Vihar, Delhi 110092

CIN - L74899DL1989PLC035549, Website - sancopipes.com, Contact – 011-47315500

Ref. No.: NSE/2020-21/10

29.08.2020

Department of Corporate Services
National Stock Exchange of India
Exchange Plaza, Plot No. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400 051

Company Symbol: SANCO

Sub: Intimation of Notice of 30th Annual General Meeting and Book Closure Period

Dear Sir,

In pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 30th Annual General Meeting of the Company will be held on Monday, 21st September 2020 at 12:30 P.M. at the registered office of the Company at D-161, Surajmal Vihar, Delhi – 110092. Notice of the Annual General Meeting is attached herewith.

Further, the Register of Members and Share Transfer Books of the Company remained closed from Tuesday, 15th September 2020 to Monday, 21st September 2020 (both days inclusive).

We request you to please take the above on record. Thanking you

For Sanco Industries Limited



Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Sanco Industries Limited will be held on Monday 21st September 2020 at the registered office of the Company at D - 161, Surajmal Vihar, Delhi - 110092 at 12:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Ms. Rita Gupta, who retires by rotation and, being eligible, offers herself for re-appointment.

SPEICAL BUSINESS:

3. **APPOINTMENT OF M/S GAUR & ASSOCIATES, CHARTERED ACCOUNTANTS IN PLACE OF EXISTING AUDITOR M/S RASOOL SINGHAL & CO, CHARTERED ACCOUNTANTS**

“RESOLVED THAT pursuant to the provisions of Section 139(8) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby given for the appointment of auditor M/s Gaur & Associates, Chartered Accountants (New Auditor), Statutory Auditors of the Company in place of retiring auditor of M/s Rasool Singhal & Co Chartered Accountants (old Auditor) , to hold office from the conclusion of the this Annual General Meeting held for FY ending 2020 till the conclusion of the Annual General Meeting to be held for FY ending 2025(01.04.2020-31.03.2025), on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. **REGULARISATION OF MS. RITA GUPTA AS DIRECTOR**

“RESOLVED THAT Mrs. Rita Gupta, who was appointed as an Additional Director on the Board of Directors (“Board”) of the Company with effect from 22.06.2020, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, consent of shareholders be and is hereby accorded to be for her appointment as Director of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as

may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

5. **REGULARISATION OF MR. PARVEEN AS DIRECTOR**

"RESOLVED THAT Mr. Parveen, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 01.04.2020 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, consent of shareholders be and is hereby accorded to be for his appointment as Director of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

6. **REGULARISATION OF MR. NITYA PRAKASH GUPTA AS DIRECTOR**

"RESOLVED THAT Mr. Nitya Prakash Gupta, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 01.04.2020 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, consent of shareholders be and is hereby accorded to be for his appointment as Director of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

7. **APPOINTMENT OF MR. ABHISHEK JAIN AS DIRECTOR**

"RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 & rules made there under Mr. Abhishek Jain be and is hereby appointed as Director of the Company who shall hold office w.e.f 21.09.2020.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which may be deemed fit in the interest of the Company."

8. **RE-APPOINTMENT OF MR. SANJAY GUPTA AS MANAGING DIRECTOR**

“**RESOLVED THAT** pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Mr. Sanjay Gupta be and is hereby re-appointed as Managing Director of the Company for a period of 5 years i.e. from 17.08.2020 to 17.08.2025 on the following terms and conditions :

- I. Salary** : Rs. 50,000 per month
- II. Perquisites** : In addition to the salary, Mr. Sanjay Gupta shall also be entitled to the following perquisites:
- i) Medical Expenses** : Actual expenses incurred on the medical treatment for self and the family shall be reimbursed by the Company.
- ii) Car** : Facility of Car with chauffeur shall be provided to be used for the business of the Company.
- iii) Telephone** : Free Telephone facility at residence shall be provided to be used for the business of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Gupta shall exercise such powers and perform such duties as may be entrusted by the Board from time to time.

RESOLVED FURTHER THAT Directors of the Company be and is hereby severally authorized to sign and file the necessary forms on behalf of the Company, with Registrar of Companies, Delhi & Haryana to give effect to above resolution.”

9. **RE APPOINTMENT OF MR. SAURABH GUPTA AS INDEPENDENT DIRECTOR**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh Gupta, who held office of Independent Director up to 31.03.2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Saurabh Gupta’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2020 upto 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. REMUNERATION OF COST AUDITOR

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to recommendation of Audit Committee and as approved by the Board, the members hereby ratify to pay remuneration of Rs. 45,000/- plus GST exclusive of reimbursement of travelling and other incidental expenses, to M/s Rahul Jain & Associates, appointed as the Cost Auditor to conduct the audit of cost records of the Company for FY ending 31.03.2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

11. CONVERSION OF LOAN FROM PROMOTERS & MEMBER OF PROMOTERS GROUP TO BE CONVERTED INTO EQUITY SHARES OF THE COMPANY UPTO RS. 50 CRORE

“RESOLVED THAT pursuant to section 62(3) of the Companies Act read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), promoters and promoter group members have agreed to give loan to the Company as and when required upto Rs. 50 crore, and the option attached to that loan to convert such loan into equity shares, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

12. SALE OF INVESTMENT IN WHOLLY OWNED SUBSIDIARY SANJIYA PLOMET LIMITED

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Reserve Bank of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required, the consent of the members of the Company be and is hereby accorded for the divestment by way of sale, transfer, disposal, either in whole or part of its 100% investments/shareholding in Company’s wholly owned overseas subsidiary i.e. Sanjita Polymet Limited (“SPL”), on mutually agreeable terms and conditions as may be agreed by the Boards of Directors, in their absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee of directors constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, including without limitation negotiation and execution of any document that may be required to give effect to the above authorisation, as the Board in its absolute discretion deem fit."

13. FUND RAISING BY ISSUE OF WARRANTS ON PREFERENTIAL BASIS

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018(ICDR Regulations), as amended ("ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015(SEBI LODR Regulations), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the, appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the members of the Company be and hereby accord their consent to create, offer, issue and allot 12,28,000 (Twelve Lac Twenty Eight Thousand) Warrants("Warrants")of Rs.12/- each (Rupees Twelve including a premium of Rs. 2) as on Relevant Date(24.08.2019) in accordance with the SEBI (ICDR) Regulations, 2018 per share each aggregating to Rs. 1,47,36,000 (Rupees One Crore Forty Seven Lacs and Thirty Six Thousand Only) on preferential basis under private placement in one or more tranches and on such further terms and conditions as may be approved or finalized by the Board to the proposed allottees as mentioned in the explanatory statement convertible at an option of warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equal number of Equity Shares of face value of Rs.10/- each of the Company on a preferential basis to persons as mentioned in the Explanatory Statement, for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of C ICDR Regulations

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s).
2. In accordance with the provisions of Regulation 164 of Chapter V of (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued

upon exercise of Warrants in terms hereof shall be 24.08.2020, being the date 30 days prior to this Annual General Meeting.

3. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of eighteen months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.10/- each to the Warrant holders. The Equity Shares to be allotted on exercise of the warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The issue of the warrants as well as Equity Shares arising from the conversion of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
4. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the ICDR Regulations.
5. In the event, the Warrant holders do not exercise the Warrants within a period of eighteen months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
6. Warrants by itself until converted into Equity Shares, does not give any voting rights in the Company to the warrant holder(s).
7. That the Warrants offered and issued shall be allotted within a period of Fifteen (15) days from the date of passing of this resolution, provided that if any requisite approvals from the appropriate authorities for allotment of Equity Shares is pending, the period of Fifteen (15) days shall be counted from the date of such requisite approvals.
8. The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
9. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
10. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time.
11. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company

and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and utilisation of proceeds of the Warrants, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization, including inviting advance subscription/ exercise money towards issue of Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution.

**By Order of the Board of Directors
For Sanco Industries Limited**

Sd/-
Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092

Date: 29.08.2020
Place: New Delhi

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 13 of the Notice, is annexed hereto. Also the details pursuant to Regulations 26(4) and 36(3) of the LODR Regulations, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed in respect of the resolutions proposing appointment of directors.

2. **MEMBERS ENTITLED TO ATTEND AND VOTE ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 A PERSON CAN ACT AS A PROXY ON BEHALF OF 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 MEMBER.
A Proxy Form is attached at the end of this Annual Report.

3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.

4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

5. 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.

6. The Register of Members and Share Transfer Books of the Company remained closed from Tuesday, 15th September, 2020 to Monday, 21st September, 2020 (both days inclusive).

7. M/s Beetal Financial Computer Services Pvt. Ltd., 99, Beetal House, Madangir, New Delhi - 110062, is Registrar and Share Transfer Agent of the Company for electronic mode and transfer of shares held in physical form.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sancopipes.com (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to M/s Beetal Financial Computer Services Pvt. Ltd.(Beetal) in case the shares are held by them in physical form.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Beetal in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s Beetal in case the shares are held by them in physical form.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal for assistance in this regard.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip for attending the Meeting.
14. Members desiring information / clarification on the accounts are requested to write to the Company at its Registered Office at least seven days before the date of the Annual general Meeting so that the same may be responded well in advance.
15. Members are requested to intimate their email address in order to reduce the consumption of paper for copies of Balance Sheet and Auditors Report, to the members of the company. As required under Companies Act, 2013, Balance Sheet and Auditors report have now been allowed to be served through electronic mode as per the new initiatives of Ministry of corporate affairs for corporate governance.
16. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all the working days except Saturdays and holidays, up to the date of Annual General Meeting

The instructions for shareholders voting electronically are as under:

- A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- B. The Board of Directors has appointed Ms. Shazan Ali (Membership No. FCS 8748) and failing her Mr. Astik Tripathi (Membership No. FCS 8670) of SAS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner
- C. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- E. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- F. The voting period begins on 18.09.2020 at 9:00 AM and ends on 20.09.2020 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 4date (record date) of <14.09.2020> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- G. The details of the process and manner for remote e-voting are explained herein below:
 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter

	RA00000001 in the PAN field.
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).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

18. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
19. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

**By Order of the Board of Directors
For Sanco Industries Limited**

Sd/-
Sanjay Gupta
Managing Director
DIN - 00726005
R/o C-56, Block-C, Surajmal Vihar,
Delhi - 110092

Date: 29.08.2020
Place: New Delhi

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

TO CONSIDER THE APPOINTMENT OF M/S GAUR & ASSOCIATES, CHARTERED ACCOUNTANTS IN PLACE OF EXISTING AUDITOR M/S RASOOL SINGHAL, CHARTERED ACCOUNTANTS

Existing auditor M/s Rasool Singhal, Chartered Accountants has resigned as the Statutory Auditor of the Company. Accordingly, new Statutory Auditor is to be appointed in his place. M/s Gaur & Associates, Chartered Accountants being eligible is proposed to be appointed as the new Statutory Auditor. Such change in auditor requires shareholders' approval as per Section 139 of the Companies Act, 2013.

Hence, Directors commend the resolution for approval as a Special Resolution.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO. 4, 5, 6 - REGULARISATION OF DIRECTOR MR. NITYA PRAKASH GUPTA, PARVEEN AND MS. RITA GUPTA

Ms. Rita Gupta was appointed as additional director on 22.06.2020, Mr. Parveen on 01.04.2020 and Mr. Nitya Prakash Gupta on 01.04.2020.

Ms. Rita Gupta is one of the Co-Promoters and was also the ex Whole Time Director of Sanco. She is a Post Graduate from CCS University in Art stream and has more than 25 years of business experience. Her business journey commenced in 1990 with "Sanco Enterprises (P) Ltd.", a Private Ltd. Company in which she acted as a Director. She, along with Mrs. Shakuntla Gupta, was responsible for activities related to Administration and Human Resource Management. As Whole Time Director, she is playing a key role in the growth of Sanco.

Mr. Nitya Prakash Gupta is a Civil Engineer by profession. He is also handling his own construction business. He was the founder of his construction business. With his knowledge, hard work and experience he has taken the business to commendable heights. He is also amongst the Board of Director in number of other companies also

Mr. Parveen, is an award-winning, confident, and highly organized entrepreneur with over 25 years in business leadership. I have experience in all aspects of business formation, operation, technology, and management.

All the three directors are required to be regularized as Director in this AGM as per Section 149 and 152 of the Companies Act, 2013.

Ms. Rita Gupta, Mr. Nitya Prakash Gupta and Mr. Parveen, none of them is director of any other listed company or member of any committee thereof. Mr. Nitya Prakash Gupta and Mr. Parveen do not hold any shares in the Company.

Hence, Directors recommend the passing of the resolutions at Item No. 4,5,6, as Special Resolutions.

Except Mr. Sanjay Gupta, Managing Director and Ms. Mansi Gupta, Chief Financial Officer interested in appointment of Ms. Rita Gupta, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions

ITEM NO. 7

APPOINTMENT OF MR. ABHISHEK JAIN AS DIRECTOR

Mr. Abhishek Jain has done B.A.LL.B in 2015 from C.C.S University after that I started working in Sanco Enterprises as a Director. In 2018, I have done my Post Graduation in Investment Banking & Research from National Stock Exchange (NSE) and also started a firm Financial Doctors. In Financial Doctors, I have been handling more than hundreds of clients with their investments and taxations. I have also assisted in the Main board migration of the Sanco Industries limited from SME platform. I have a total 5 years of experience in Secretarial, Legal and financial portfolio. He is not a director of any other listed company or member of any committee thereof.

Shareholder is required by way of special resolution for the same as per Section 149 and 152 of the Companies Act, 2013

Hence, Directors commend the resolution for approval as a Special Resolution.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO. 8**RE-APPOINTMENT OF MR. SANJAY GUPTA AS MANAGING DIRECTOR**

Tenure of Mr. Sanjay Gupta as Managing Director is expiring on 17.08.2020. The Board is in favour of his tenure being renewed for another five years on terms and conditions as specified in the resolution. Shareholder is required by way of special resolution for the same as per Section 196, 197, 203 of the Companies Act, 2013.

Mr. Sanjay Gupta, Managing Director is one of the co-promoters of our Company. He is a commerce graduate and M.B.A (Marketing & Finance). He completed his Bachelor of Commerce from Delhi University in 1985 and M.B.A. in Marketing & Finance from National Institute of Management, New Delhi. He has more than 30 years of experience. He started his business journey in 1986 with “Sanco Plastic Industries” a partnership firm, engaged in business of manufacturing of PVC Compounds. He groomed himself to become an entrepreneur, as he was responsible for all the marketing and finance related activities of the firm. He is not a director of any other listed company or member of any committee thereof.

Hence, Directors commend the resolution for approval as a Special Resolution.

Except Ms. Rita Gupta, Director and Ms. Mansi Gupta, Chief Financial Officer, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 9**RE APPOINTMENT OF MR. SAURABH GUPTA AS INDEPENDENT DIRECTOR**

Tenure of Mr. Saurabh Gupta got completed on 31.03.2020. The Board is interested in reappointing him as Independent Director for another term of 5 years. Shareholder is required by way of special resolution for the same as per Section 149 and 152 of the Companies Act, 2013.

Mr. Saurabh Gupta holds a Bachelor Degree of Commerce from Kanpur University. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He also possesses Post Qualification Diploma in Systems Audit from the Institute of Chartered Accountants of India. He has good experience in the fields of audit, commerce and industry spanning 8 years. He was a practicing

Chartered Accountant until December, 2006 as Partner of M/s Rajiv Mehrotra & Associates, Kanpur, where he handled the audit and taxation assignments of various private sector organizations, banks, insurance companies and financial institutions. On May 4, 2010 he joined Sanco Industries Limited as an Additional Director. Subsequently, he has acted as a Non Executive & Independent Director of Sanco since July 2, 2010. He is also the chairman of the “Audit Committee” of Sanco. Moreover, he is associated with the Chartered Accountants Society, Kanpur as its Life time Executive Member. He is not a director of any other listed company or member of any committee thereof. Further, he does not have any shareholding in the Company.

Your Directors commend the resolution for approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

ITEM NO. 10

REMUNERATION OF COST AUDITOR

The Board had approved the appointment and remuneration of M/s. Rahul Jain & Associates, Cost Accountants as the Cost Auditors on 28th May, 2020 on the recommendation of the Audit Committee to conduct the audit of the Cost records for the Financial Year 2020-21. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2020-21 by way of an Special Resolution is being sought from the Members as set out the Notice.

Your Directors commend the resolution for approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

ITEM NO. 11

CONVERSION OF LOAN FROM PROMOTERS & MEMBER OF PROMOTERS GROUP TO BE CONVERTED INTO EQUITY SHARES OF THE COMPANY UPTO RS. 50 CRORE

Promoters and members of promoter group have agreed to give loan to the Company as and when required upto Rs. 50 crore, with an option attached to that loan to convert such loan into equity shares.

Shareholder approval is required by way of special resolution for the same as per Section 62 Companies Act, 2013.

Your Directors commend the resolution for approval as a Special Resolution.

Except the promoter/ director giving loan, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

ITEM NO. 12

SALE OF INVESTMENT IN WHOLLY OWNED SUBSIDIARY SANJIYA PLOMET LIMITED

The Company is undergoing a financial crunch and to fulfill its requirement of funds, the Company is intending to sale its investment in its wholly owned subsidiary i.e. Sanjita Polymet Limited.

Hence, Directors commend the resolution for approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions

ITEM NO. 13

ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS

The Company proposes to make a preferential allotment of 12,28,000 convertible warrants on private placement basis to allottees as per Point No.13.

In respect of the same the following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 read with Section 62 of the Companies Act, 2013 and and Regulation 163(1) of ICDR Regulations:

1. Date of passing the Board Resolution

24th August, 2020

2. The objects of the issue
To fulfill the requirement of working capital of the Company.
3. The total number of shares or other securities to be issued
12,28,000 Warrants convertible into equal number of equity shares
4. The price or price band at/within which the allotment is proposed
At a price of Rs. 12 each (including a premium of Rs. 2 each). The price of Rs. 12 is not lower than the price determined in accordance with the Chapter V of the ICDR Regulations.
5. Basis on which the price(including premium, if any) has been arrived at along with report of the registered valuer
The price has been calculated as per Regulation 164 of ICDR Regulations by M/SAM & Associates, Chartered Accountants, having office at 307, Laxmideep Building, Plot No-9, District Centre, Laxmi Nagar, Delhi-110092.
6. Relevant date with reference to which the price has been arrived at
24th August, 2020
7. The class or classes of persons to whom the allotment is proposed to be made
Promoters and Non-Promoters
8. Intention of promoters, directors or key managerial personnel to subscribe to the offer
Promoters group members will be subscribing the offer.
9. The proposed time within which the allotment shall be completed
As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company

within a period of 15 days from the date of such approvals.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

NIL

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable

12. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The same offer has been made to the promoters, directors and key managerial personnel, as it has been made to non promoter.

13. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them.

S. No	Name/Identity of Proposed allottees	Category of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners	Pre Issue share holding	No of Warrants to be allotted	Post Issue shareholding on exercise of Warrants*
1	Ms. Mansi Gupta	Promoter Group	N.A	233980 (2.28%)	5,14,000	747980 (6.50%)
2	Ms. Rita Gupta	Promoter Group	N.A	185385 (1.80%)	5,14,000	699385 (6.08%)
3	Mr. Deepak Gupta	Non Promoter	N.A	-	2,00,000	2,00,000 (1.74%)
	TOTAL				12,28,000	12,28,000 (14.31)

*Assuming full conversion of warrants.

14. The change in control, if any, in the company that would occur consequent to the preferential offer

As a result of the proposed preferential issue of Warrants and Equity Share, and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

15. Auditor's Certificate

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Annual General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company.

16. Lock in period

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations.

17. Amount which the company intends to raise by way of such securities

Rs. 1,47,36,000

18. Undertaking

As required under the ICDR Regulations the Company hereby undertakes that,

(a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.

(b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed as per SEBI Regulations

19. Shareholding pattern of the issuer before and after the preferential issue:

S. No	Category	Pre Issue Shareholding		Post Issue Shareholding*	
		No. of Equity Shares	Percentage of Shareholdings	No. of Equity Shares	Percentage of Shareholdings
A.	Shareholding of Promoter & Promoter Group				
1	Indian				
a	Individual/HUF	4029321	39.18	5057321	43.93
b	Bodies Corporate	32040	0.31	32040	0.29
	Sub-Total (A1)	4061361	39.49	5089361	44.21
2	Foreign				
a	Individuals (Non-Resident Individuals)	-	-	-	-
b	Foreign Portfolio Investors	-	-	-	-
c	Sub-Total (A2)	-	-	-	-
	Shareholding of Promoters Promoter Group (A)=(A1+A2)	4061361	39.49	5089361	44.21
B	Public Shareholding				
1	Institutions:	-	-	-	-
i	Mutual Funds	-	-	-	-
ii	Foreign Portfolio Investors	-	-	-	-
iii	Financial Institutions/Banks	-	-	-	-
iv	Insurance	-	-	-	-
v	Companies	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2	Non-Institutions				
a	Individuals	4897839	47.63	5097839	44.29
	NBFCs registered with RBI	-	-	-	-
b	Any Other:				
i	Corporate Body	368736	3.59	368736	3.20
ii	Foreign Venture Capital Fund	-	-	-	-
iii	Foreign Nationals	-	-	-	-
iv	NRI	24111	0.23	24111	0.21
v	Trust	-	-	-	-
vi	Clearing Member	49700	0.48	49700	0.43
vii	Individuals HUF	882253	8.58	882253	7.66

	Sub-Total (B2)	6222639	60.51	6422639	55.79
	Total Public Shareholding (B)=(B1+B2)				
C	Shares Held by custodians and Against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	10284000	100	11512000	100

** The above post-issue shareholding is prepared assuming the conversion of fully convertible warrants issued*

The members' consent is sought to authorize the Board to make preferential allotment of warrants on private placement basis to the persons in the manner set out in the resolution.

Your Directors commend the resolution for approval as a Special Resolution.

Except Ms. Rita Gupta, Director and Ms. Mansi Gupta, Chief Financial Officer, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

For Sanco Industries Limited

Sd/-

Sanjay Gupta

Managing Director

DIN - 00726005

R/o C-56, Block-C,

Surajmal Vihar, Delhi - 110092

Date: 29.08.2020

Place: New Delhi