NOTICE

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of **Shirpur Gold Refinery Limited** will be held on **Tuesday,26th April,2022** at 10.00 a.m. at the registered office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425405 to transact the following:

Special Business :

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

   "**RESOLVED THAT** pursuant to Section 149, 150, 152,161 and other applicable provisions of Companies Act, 2013 ('Act'), and the rules made thereunder **Mr. Suresh Saini (DIN: 02831533)** who was appointed as an Additional Non Independent Non Executive Director of the Company by the Board of Directors with effect from 10th February,2022 and who holds office up to the date of this General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By order of the Board
For **Shirpur Gold Refinery Limited**

Place : Mumbai
Date : 10th February,2022

Shyamal Padhiar
Company Secretary

Registered Office:
Refinery Site, Shirpur, Dist. Dhule,
Maharashtra - 425 405

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. **Proxy Form and attendance slip is attached with this notice.**

2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

3. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the General Meeting is annexed to the Notice.

4. Members who are holding Company's shares in dematerialized mode are requested to bring details of their Beneficiary Account Number for identification.

5. Electronic Copy of the EGM Notice is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication. In terms of Ministry of Corporate Affair's circular, physical copies of the Notice is not required to be send to any shareholders. The EGM Notice can be accessed at the Company's Website **www.shirpurgold.com**

6. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd., at C-101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai-400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

7. E-voting

In compliance with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Obligations and Disclosure Regulations) 2015, (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the EGM will be provided by Link Intime India Private Limited (LIIPL) for all the business as detailed in this notice.

The remote E-voting period for all items of business contained in this Notice shall commence from Friday,22nd April,2022 at 9.00 a.m. and will end on Monday,25th April,2022 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 19th April,2022 may cast their vote electronically. The e-voting module shall be disabled by LIIPL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

10. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th April,2022 may refer the e-voting instructions annexed to this notice or send their query at enotices@linkintime.co.in.

11. The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the meeting and members, as on the cut-off date, attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

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

13. The voting rights of Members either by way of remote e-voting prior to the meeting or by way of Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date 19th April,2022

14. At the EGM, the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

15. The Company has appointed M/s Shravan Gupta & Associates, Practising Company Secretaries as Scrutinizer to supervise remote e-voting process as well as conduct the Ballot/Poll Paper voting process at the EGM in a fair and transparent manner.

16. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary, who shall countersign the same and declare the result of the voting forthwith.

17. The results declared along with Scrutiniser's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.

18. **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

    Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

    Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	• Existing user of 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. • 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, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • 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 where the E Voting is in progress.

Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▸ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above ▸ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter). ▸ Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4**.** After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.** 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm

	your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**

• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
• Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
• The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

<u>Helpdesk for Individual Shareholders holding securities in demat mode:</u>

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

19. Members are requested to bring their attendance slip to the Meeting.

20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING EXTRA ORDINARY GENERAL MEETING :

Name	**Suresh Saini**
Age	38 years
Qualification	Commerce Graduate
Experience	15 years
Date of Appointment on the Board of the Company	10.02.2022
Nature of expertise in Specific Functional Area	He has vast experience of more then 15 years in the field of administration and management consultancy. He has worked with some of the well known corporates in India.
Name of the other Companies in which Directorship held	-
Name of the other Companies in which He / she is Chairman / member of the Committee	-
No. of shares held of Shirpur Gold Refinery Ltd.	-
Relationship between Directors inter-se	He is not related with any other Director.

By order of the Board
For **Shirpur Gold Refinery Limited**

Place : Mumbai
Date : 10th February,2022

Shyamal Padhiar
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1

The Chairman informed the Committee that the management was looking for a suitable candidate who can be appointed as Director on the Board to increase the size and strength of the Board. The management had identified Mr. Suresh Saini who is proposed before the Committee to be appointed as Non Independent Non Executive Directors. Consequently, Mr. Amit Goenka, Promoter Director resigned with effect from 10th February,2022.

As per the SEBI Listing Regulations, 2015, the Company was required to have atleast 6 members on the board with 50 % should be Independent Directors w.e.f. 01.04.2020. The composition of the Board was comprised of 6 members – 1 Promoter, 2 Non Promoter and 3 Independent Directors prior to February 10,2022. Mr. Amit Goenka, Promoter Director resigned w.e.f. 10th February,2022. Hence, to achieve the motive of strengthening the Board and to maintain the constitution in compliance with SEBI LODR Regulations, the Board of Directors of the Company based on the recommendations of Nomination & Remuneration Committee, appointed Mr. Suresh Saini as Non Independent Non Executive Director of the Company effective from February 10,2022, liable to retire by rotation.

Pursuant to Section 161(1) of the Companies Act 2013, Mr. Suresh Saini holds office till the date of this EGM. Appropriate notice has been received from a members proposing appointment of Mr. Suresh Saini as a Director of the Company and requisite consent has been received from him pursuant to provisions of Section 152 of the Companies Act 2013. Brief Profiles and other details of Suresh Saini forms parts of this notice.

Pursuant to Regulation 17 (1C) of SEBI (LODR) Regulations, 2015, listed Company is required to obtain approval of shareholders for appointment of a person on the Board of Directors in the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

To comply with provisions of Section 161(1) of Companies Act 2013 vis-à-vis Regulation 17(1C) of SEBI (LODR) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board recommends this resolution to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Suresh Saini (whose appointment is proposed in the resolutions) are in any way concerned or interested in the resolutions.

By order of the Board
For **Shirpur Gold Refinery Limited**

Place : Mumbai
Date : 10th February,2022

Shyamal Padhiar
Company Secretary

SHIRPUR GOLD REFINERY LIMITED
Registered Office: Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405
Tel: -02563-258001, Fax :- 02563-261357, CIN: L51900MH1984PLC034501|
Website: www.shirpurgold.com

PROXY FORM

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

Extra Ordinary Annual General Meeting

Name of Member(s):_____

Registered address :_____

E-mail Id :_____

Folio No./ Client ID No.:_____

I/We, being the member(s) of_____ Shares of **Shirpur Gold Refinery Limited**, hereby appoint

Name:_____ E-mail Id:_____

Address_____ Signature:_____

or failing him

Name:_____ E-mail Id:_____

Address_____ Signature:_____

or failing him

Name:_____ E-mail Id:_____

Address_____ Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **Tuesday,26th April,2022** at 10.00 a.m. at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below

Resolutions	For	Against

1. Appointment of Mr. Suresh Saini as Non Executive Non Independent Director		

Signed this _____day of _____2022

Affix Rs. 1/- Revenue Stamp

Signature of Shareholder_____ Signature of Proxyholder(s)_____

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405, not less than 48 hours before the commencement of the Meeting.

SHIRPUR GOLD REFINERY LIMITED

Registered Office **:**Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405
CIN : L51900MH1984PLC034501 Website : www.shirpurgold.com

Attendance Slip
(*To be presented at the entrance*)

I / We hereby record my / our presence at the **Extra Ordinary General Meeting** of the Company held at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 on **Tuesday,26th April,2022** at 10.00 a.m.

_____ _____

Name of the Shareholder / Proxy **Signature of the Shareholder / Proxy**

(in Block Letters)

Reg. Folio No. .....

DP ID No. .....

Client ID / Demat A/c. No. .....

No. of Shares .....

Note : You are requested to sign and handover this slip at the entrance of the Meeting Venue.