

STANDARD INDUSTRIES LTD.

NOTICE

Notice is hereby given that the **ONE HUNDRED & TWENTY FOURTH ANNUAL GENERAL MEETING** of the Members of STANDARD INDUSTRIES LIMITED will be held on Saturday, the 4th September, 2021, at 3.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. Audited Balance Sheet as at 31st March, 2021, Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
 - b. Consolidated Audited Balance Sheet as at 31st March, 2021, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Consolidated Cash Flow Statement for the financial year ended on that date together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Pradeep R. Mafatlal (DIN 00015361), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modifications, the following:

AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act (including any statutory modifications or amendments thereto) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015) as amended from time to time and the Company’s policy on Related Party Transaction(s), approval of

Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the following material related party transactions with Shanudeep Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) Regulations 2015:

- A. Leave & Licence Agreement for use of Office Premises admeasuring 9,000 Sq.ft. or thereabouts, at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 19th August, 2022 to 18th August, 2025, at a licence fee of ₹ 8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.
 - B. Sharing of Facilities and/or Services at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 21st August, 2022 to 20th August, 2025, at service charges of ₹ 10,89,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.”
4. To consider and, if thought fit, to pass, with or without modifications, the following:

AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16,17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (SEBI (LODR) Regulations, 2015) the consent of the Members of the Company be and is hereby accorded for appointment of Shri Tashwinder Singh (DIN 06572282) as the Non-Executive Independent Director of the Company to fill casual vacancy caused by the sad demise of Shri K.J. Pardiwalla, Independent Director of the Company, for the remainder of tenure

which expires on 9th February, 2023 and shall not be liable to retire by rotation and Shri Tashwinder Singh has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with SEBI (LODR) Regulations 2015, as amended from time to time and who is eligible for appointment under the provisions of the Act, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act.”

5. To consider and, if thought fit, to pass, with or without modifications, the following:

AS A SPECIAL RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16, 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015), as amended from time to time, the approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Aziza A. Khatri (DIN 03470976), as Non-Executive Independent Director of the Company whose current period of office is expiring on 28th November, 2021 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act read with SEBI (LODR) Regulations 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Act, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, whose term shall not be subject to retirement by rotation, to hold office for 1 (one) year on the Board of the Company for a term w.e.f. 29th November, 2021 to 28th November, 2022.”

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM. Physical attendance of Members have been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the AGM along with the Annual Report for financial year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report for financial year 2020-21 will also be available on the Company’s website at www.standardindustries.co, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at www.kfintech.com.
5. In order to enable the Company to promptly send the general meeting Notices, Annual

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Reports and other shareholder communications in electronic form, Members are requested to register/update their e-mail addresses as under:

- a. In case shares are held in dematerialized form: Updated details to be sent to their respective Depository Participant with whom members have opened Demat account; and
 - b. In case of shares held in physical form: Updated details to be sent to einward.ris@kfintech.com
6. The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent as the authorised agency (KFinTech) for conducting the e-AGM and providing e-voting facility.
 7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 8. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
 9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. Documents referred to in the Notice in terms of section 102(3) will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 4th September, 2021. Members seeking to inspect such documents can send an email to standardgrievances@rediffmail.com
 10. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.

11. Instructions for attending the AGM through VC / OAVM, Remote E-voting and E-voting at the AGM through insta poll are as follows:

A. Instructions for attending the AGM through VC / OAVM:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> and **click on the "video conference"** by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. 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. Further, Members can also use the OTP based login for logging into the e-voting system.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during 30th August, 2021 to 2nd September, 2021. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
3. Members who may wish to express their views or ask questions at the AGM, may visit <https://emeetings.kfintech.com> and click on the Tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions

may be answered during the meeting or responses will be shared separately after the AGM.

4. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

5. Members may join the AGM through laptops, smartphones, tablets or ipads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

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.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. Members who need assistance before or during the AGM, relating to use of technology, can contact KFin at 1800 309 4001 or write to them at evoting@kfintech.com.

B. Instructions for remote e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person,

whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of shares held in dematerialized form) maintained by the Depositories as on the cut-off date i.e. 28th August, 2021, only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 9.00 A.M. (IST) on 31st August, 2021 to 5.00 P.M. (IST) on 3rd September, 2021. At the end of Remote e-voting period, the facility shall forthwith be blocked.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. 28th August, 2021, may obtain the User ID and password by sending a request at einward.ris@kfintech.com

2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
4. The detailed instructions in connection with exercising the right to vote by the members using the remote e-voting facility or e-voting during the AGM are enclosed as an **Annexure 1** to this Notice.
5. Once the member has cast his/her vote on resolutions set forth in the AGM Notice through remote e-voting, he/she shall not be allowed to change it subsequently or cast the vote again.

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6. Members who do not have the User ID/ Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the steps given under remote e-voting instructions annexed as Annexure 1 to this Notice.
12. Corporate Members are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution/ Authorisation together with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@kfintech.com'.
13. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being 28th August, 2021.
14. 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 <https://evoting.kfintech.com> to reset the password.
15. The Board of Directors have appointed Shri Kaushik M. Jhaveri, Proprietor, M/s. Kaushik M. Jhaveri & Co., Practicing Company Secretary, (Membership No. FCS 4254) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
16. The Scrutinizer, after the conclusion of voting at the AGM, shall 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, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company

www.standardindustries.co and the website of Kfintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

18. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.kfintech.com> or contact toll free no. 1800 309 4001.
19. The unclaimed dividend for the accounting periods ending 31st March, 2014 onwards are to be transferred to the IEPF on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Date for transfer to IEPF
April, 2013 to March, 2014	14.08.2014	15.09.2021
April, 2014 To March, 2015	29.09.2015	29.10.2022
April, 2015 To March, 2016	27.06.2016	25.07.2023
April, 2016 To March, 2017	31.08.2017	02.10.2024
April, 2017 To March, 2018	29.05.2018 (Interim) 20.08.2018 (Final)	03.07.2025 24.09.2025
April, 2018 To March, 2019	—	—
April, 2019 To March, 2020	—	—

The details of unpaid/unclaimed Dividend(s) are available on the website of the Company www.standardindustries.co and on the Ministry of Corporate Affairs website.

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, effective from 7th September, 2016 ('IEPF Rules 2016').

The Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by members for seven consecutive years or more in the account of the Investor Education and Protection Fund (IEPF) Authority.

Accordingly, the Company would be transferring every year to IEPF Authority, those shares in respect of which Dividend has not been encashed or claimed by the Members for seven consecutive years. Members who have

so far not encashed the Dividend Warrants for the Financial years ended March, 2014, onwards, are advised to submit their claims to the Company's Registrar and Share Transfer Agents, Kfintech, or the Company's Registered office at Flat No. 1, Ground Floor, Harsh Apartment, Plot No. 211, Sector – 28, Vashi, Navi Mumbai – 400 703.

Pursuant to Rule 6 of IEPF Rules 2016, as amended from time to time, Shareholders whose shares on which dividend has not been claimed from financial year 2012-13 & seven consecutive years thereafter, have been transferred to IEPF authority in the financial year 2020-21 as per Section 124(5) of the Companies Act, 2013.

Members/ claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

20. Members holding shares in physical form are advised to avail of the nomination facility by filling the prescribed Form No. SH-13 which is available with Kfintech, the Registrar and Share Transfer Agents of the Company. Members holding shares in dematerialised form are requested to contact their depository participant, for recording their nomination.

21. The Company's securities are listed on the following Stock Exchanges:

Sr. No.	Name & Address of the Stock Exchange	Nature of Security
1.	BSE Ltd., Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.	Equity Shares
2.	National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	-do-

The Company has paid Annual Listing fees to the above Stock Exchanges upto 31st March, 2022.

22. To support this green initiative of the Government, in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate columns in the Green Initiative Form attached hereto and register the same with Kfintech, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana-500 032.

The Annual Report of the Company circulated to the members of the Company electronically is available on the Company's website: www.standardindustries.co

23. Details of Shri Pradeep R. Mafatlal, Ms. Aziza A. Khatri and Shri Tashwinder Singh, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is attached to this Notice as "Annexure 2".

In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin's website for e-voting: <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

Members are requested to note the following contact details for addressing e-voting grievances:

Mr. Anil Dalvi
Manager

KFin Technologies Private Limited
Selenium Tower B, Plot 31 - 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032
Telephone: +91 - 40 6716 2222
E-mail: einward.ris@kfintech.com.

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INSTRUCTIONS AT A GLANCE

Cut-off date 28th August, 2021

Remote e-voting period Starts at 09.00 a.m. on 31st August, 2021 and ends at 5.00 p.m. on 3rd September, 2021

For remote e-voting log on to: <https://evoting.kfintech.com>

Speaker Registration From 30th August, 2021 to 2nd September, 2021.

Log onto: <https://emeetings.kfintech.com>

AGM Date and time – 4th September, 2021 at 3.00 PM

For attending AGM log on to: <https://emeetings.kfintech.com>

For e-voting during AGM go to the “Insta Poll” page after voting is announced by clicking on the thumb icon on the video screen

User ID and Passwords: Use your existing User ID and Password; OR

User ID and Password mentioned in the email; OR

Write to einward.ris@kfintech.com. (for shares held in physical form); OR

Register / update your email addresses with the Depository Participant(s) (for shares held in Demat form)

KFintech’s contact details Toll free number: 1800-309-4001

By Order of the Board

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

Registered Office:

Flat No. 1, Ground Floor,
Harsh Apartment, Plot No. 211,
Sector – 28, Vashi,
Navi Mumbai – 400 703.
CIN: L17110MH1892PLC000089

Dated: 21st June, 2021.

ANNEXURE TO THE NOTICE**Explanatory Statement as required under Section 102(1) of the Companies Act, 2013:**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to items nos. 3 to 5 contained in the accompanying Notice dated 21st June, 2021.

Item No. 3

Shanudeep Private Limited, one of the promoters of the Company, is a private limited company wherein Shri Pradeep R. Mafatlal and Smt. Divya P. Mafatlal, the Directors of the Company are directors and / or members and hence Shanudeep Pvt. Ltd. is a related party under Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015").

The Company has been renewing from time to time:

- Leave & Licence Agreement with Shanudeep Pvt. Ltd., for use of their Office Premises admeasuring 9,000 Sq.ft. or thereabouts, at Vijjalaxmi Mafatlal Centre at 57A Dr. G. Deshmukh Marg, Mumbai-400 026 and
- Arrangement for sharing of facilities and/or services with Shanudeep Pvt. Ltd., at the above mentioned premises.

The above transactions are due for renewal on 19th August, 2022 and 21st August, 2022, respectively.

The last renewal for Leave & Licence Agreement with Shanudeep Pvt. Ltd., was for a period of three years from 19th August, 2019 to 18th August, 2022, at a licence fee of ₹ 8,10,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.

The Company had entered into an arrangement for sharing of Facilities and/or Services, with Shanudeep Private Limited for a period of 3 (three) years from 21st August, 2019 to 20th August, 2022 at Service Charges of ₹ 10,89,000 p.m. excluding applicable taxes, levies and sharing of common expenses.

Accordingly, the Company now proposes to renew:

- Leave and Licence Agreement with Shanudeep Private Limited at Vijjalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of three years from 19th August, 2022 to 18th August, 2025, at a license fee of ₹ 8,10,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.
- Arrangement for sharing of Facilities and/or Services, with Shanudeep Private Limited at Vijjalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of three years from 21st August, 2022 to 20th August, 2025, for better enjoyment of the premises at service charges of ₹ 10,89,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.

The terms and conditions of renewed arrangements will be mutually agreed between the Company and Shanudeep Pvt. Ltd. and would be similar to the previous terms and conditions which were approved by shareholders in the AGM held on 27th June, 2016 and subsequently in the AGM held on 13th August, 2019.

The above transactions will exceed the materiality threshold of 10% of the annual consolidated turnover of the Company as per the audited accounts of the Company as on 31st March, 2021 and hence will require approval of the shareholders by Ordinary Resolution as per Regulation 23 of SEBI (LODR) Regulations, 2015.

Further, the aforesaid transactions with Shanudeep Private Limited are in the ordinary course of business and at arms' length basis.

The Audit Committee and Board of Directors at their meeting held on 21st June, 2021, have approved entering into the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services as material related party transactions subject to approval of the shareholders by Ordinary Resolution.

The approval of shareholders is sought for the entire tenure of the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services.

The information required pursuant to Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is provided in the Resolution and Explanatory Statement.

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The Board of Directors of your Company recommend the Resolution at Item No. 3 for your approval as an Ordinary Resolution.

Shri Pradeep R. Mafatlal and Smt. Divya P. Mafatlal, Directors of the Company and Smt. Pravina R. Mafatlal (relative of Shri Pradeep R. Mafatlal and Smt. Divya P. Mafatlal) may be regarded as interested in the Resolution to the extent of their shareholdings / directorships in Shanudeep Private Limited. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in this Resolution.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Tashwinder Singh (DIN 06572282) in the category of Independent Director of the Company with effect from 2nd February, 2021, to fill in the casual vacancy caused by the sad demise of Shri K.J. Pardiwalla, Independent Director, pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and Article 142 of the Articles of Association of the Company.

In terms of Section 161(4) of the Companies Act, 2013, the aforesaid appointment of Shri Tashwinder Singh will require approval of the shareholders.

Accordingly, it is proposed to approve his appointment for a period upto 9th February, 2023, not liable to retire by rotation.

The Company has also received a declaration from Shri Tashwinder Singh, that he meets with the criteria of Independence as prescribed, both under sub-section 6 of Section 149 of the Act and under Regulation 16(b) of SEBI (LODR) Regulations, 2015 and is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Tashwinder Singh fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations 2015, for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing the candidature of

Shri Tashwinder Singh as an Independent Director on the Board of the Company.

The Board of Directors is confident that with his vast knowledge and experience, he will be of great value to the Company and hence recommends Item No. 4 of this Notice for approval of members as an Ordinary Resolution.

Details of Shri Tashwinder Singh is provided in "Annexure 2" to this Notice pursuant to the provisions of :

- SEBI (LODR) Regulations and
- Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Except Shri Tashwinder Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4.

Item No. 5

Ms. Aziza A. Khatri (DIN 03470976) was appointed as Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable Regulations of SEBI (LODR) Regulations, 2015, as amended from time to time, at the 123rd Annual General Meeting held on 10th September, 2020, for a period of 2 (two) consecutive years, i.e., for a term upto 28th November, 2021.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Ms. Aziza A. Khatri, as Independent Director for a second term of 1 (one) year, on the Board of the Company, from 29.11.2021 to 28.11.2022.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Aziza A. Khatri, would be

beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

Accordingly, it is proposed to re-appoint Ms. Aziza A. Khatri as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 1(one) year on the Board of the Company.

Section 149 of the Act and provisions of SEBI (LODR) Regulations, 2015 inter alia, prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149 (6) of the Act.

Section 149 (10) of the Act provides that an Independent Director shall be appointed for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report. Section 149 (11) provides that an Independent Director may hold office for up to two consecutive terms.

Ms. Aziza A. Khatri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Aziza A. Khatri for the office of Independent Director of the Company.

The Company has also received declaration from Ms. Aziza A. Khatri that she meets with the criteria of independence as prescribed both under Section 149 (6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Ms. Aziza A. Khatri fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015. Ms. Aziza A. Khatri is independent of the management.

Details of Ms. Aziza A. Khatri whose re-appointment as Independent Director is proposed at Item No. 5, is provided in the "Annexure 2" to this Notice pursuant to the provisions of

- (i) SEBI (LODR) Regulations, 2015 and
- (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Ms. Aziza A. Khatri is interested in the Resolution set out at Item No. 5 of the Notice with regard to her re-appointment. The relatives of Ms. Aziza A. Khatri may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Except Ms. Aziza A. Khatri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5.

The Board recommends the Special Resolution set out in Item No. 5 of this Notice for the approval of the Members.

By Order of the Board

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

Registered Office:

Flat No. 1, Ground Floor,
Harsh Apartment, Plot No. 211,
Sector – 28, Vashi,
Navi Mumbai – 400 703.
CIN: L17110MH1892PLC000089

Dated: 21st June, 2021.

Annexure 1 INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT AGM

The process and manner for remote e-voting and joining and voting at the AGM are explained below:

Step 1 : Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Step 3 : Access to join the AGM on KFin system and to participate and vote thereat.

Details on Step 1 are mentioned below:

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories (NSDL & CDSL) and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

I) Login for remote e-voting for Individual Members holding equity shares in demat mode.

Type of Member	Login Method
<u>Individual Members holding securities in demat mode with NSDL</u>	<p>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. 3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. 4. Click on company name i.e. ‘Standard Industries Limited’ or e-voting service provider i.e. KFin. 5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the AGM. <p>Those not registered under IDeAS:</p> <ol style="list-style-type: none"> 1. Visit https://eservices.nsdl.com for registering. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/ 4. 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. 5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. 6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 7. Click on company name i.e Standard Industries Limited or e-voting service provider name i.e KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the AGM.

Type of Member	Login Method
<p><u>Individual Members holding securities in demat mode with CDSL</u></p>	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Standard Industries Limited’ or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
<p><u>Individual Members login through their demat accounts / Website of Depository Participant</u></p>	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Standard Industries Limited or KFin. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
<p>Securities held with NSDL</p>	<p>Please 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</p>
<p>Securities held with CDSL</p>	<p>Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

Details on Step 2 are mentioned below:

II) Login method for e-voting for Members other than Individual Members holding shares in demat mode and Members holding securities in physical mode.

(A) Any person holding shares in physical form and non-individual Members holding shares in demat mode as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.

(B) Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFin which will include details of e-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not

share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
 - vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'Standard Industries Limited - AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted to KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.
- iv. The facility for voting through electronic voting system will also be made available at the AGM ("Insta Poll") and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through Insta Poll.
- v. **Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the AGM.**
- vi. Members may click on the "Thumb sign" on the left hand corner of the video screen to take them to the "Insta Poll" page. Members may click on the "Insta Poll" icon to reach the Resolution page and vote on the Resolutions.
- vii. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC / OAVM and e-voting during the meeting.

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.

By Order of the Board

TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

Registered Office:

Flat No. 1, Ground Floor,
Harsh Apartment, Plot No. 211,
Sector – 28, Vashi,
Navi Mumbai – 400 703.
CIN: L17110MH1892PLC000089

Dated: 21st June, 2021.

STANDARD INDUSTRIES LTD.

Annexure 2: Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Name of Director	Pradeep R. Mafatalal	Aziza A. Khatri	Tashwinder Singh
DIN	00015361	03470976	06572282
Age	56 Years	56 Years	51 Years
Date of birth	18 th March, 1965	06 th June, 1965	11 th March, 1970
Nationality	Indian	India	Indian
Date of first appointment on the board	10 th July, 1984	29 th November, 2019	02 nd February, 2021
Relationship with other directors	Spouse of Divya P. Mafatalal	NA	NA
Qualification	D.D. Com, Diploma in business management	Solicitor	Master in Business Administration degree from Faculty of Mgmt. Studies (Delhi University) and BE (Electrical) from Delhi College of Engineering (Delhi University).
Terms and Condition of appointment	Non-Executive, Promoter Director liable to retire by rotation	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Smt. Aziza Khatri is proposed to be reappointed as an Independent Director	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Shri Tashwinder Singh is proposed to be appointed as an Independent Director to fill in the casual vacancy caused by sad demise of Shri K. J. Pardiwala
Remuneration sought	Not Applicable	Not Applicable	Not Applicable
Remuneration last drawn (FY 2020-21)	Not Applicable	Not Applicable	Not Applicable
Nature of expertise in specific functional areas	He is an industrialist having diversified experience of more than 35 years in the areas of textiles, chemicals, realty & other businesses.	Advocate & solicitor having experience of more than 25 years providing Legal advice & services	He has more than 26 years of experience and expertise in the areas of Investment Banking, Commercial Lending, Deal Diligence, Underwriting, Principal Investing & Asset Management Businesses in India.
Number of shares & % of holding	13555 shares, comprising of 0.02% of share capital of the Company	NIL	NIL
List of directorships held in other companies	<ul style="list-style-type: none"> Stanrose Mafatalal Investments & Finance Ltd. Vinadeep Investments Private Limited Mafatalal Enterprises Limited Sheiladeep Investments Private Limited Shanudeep Private Limited Umiya Balaji Real Estate Private Limited HPA Sports Private Limited 	<ul style="list-style-type: none"> Stanrose Mafatalal Investments & Finance Ltd. Mafatalal Enterprises Limited Stan Plaza Limited Standard Salt Works Ltd 	<ul style="list-style-type: none"> NRB Bearings Limited Investdirect Capital Services Private Limited Moneymap Investment Advisors Private Limited Iserveu Technology Private Limited
Chairmanships/ memberships of committees in other companies (includes audit committee [AC] and stakeholders' relationship committee [SRC])	He is the Chairman of Stanrose Mafatalal Investments & Finance Ltd. & a member of Stakeholders' Relationship Committee of Stanrose Mafatalal Investments & Finance Ltd.	She is the Chairperson of Audit Committee of Stanrose Mafatalal Investments & Finance Ltd. & a member of Stakeholders' Relationship Committee of Stanrose Mafatalal Investments & Finance Ltd.	He is the Chairman of Audit Committee of NRB Bearings Limited
Number of board meetings attended during the FY 2020 - 2021	Held – 7 Attended – 3	Held – 7 Attended – 7	Held – 3 Attended – 3

By Order of the Board
TANAZ B. PANTHAKI
Vice President (Legal)
& Company Secretary

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Dated: 21st June, 2021.