

# VELOX INDUSTRIES LIMITED

(Formerly Khatau Exim Limited)

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078

Ph.: +91 2262536600, 9082267347 Email: [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com)

CIN: L15122MH1983PLC029364

REF: VELOX/BSE/ 2024-25

Dated: 05<sup>th</sup> September, 2024

The Manager,  
Listing Compliance Department,  
BSE Ltd.,  
P J Towers,  
25th Floor, Dalal Street,  
Mumbai - 400 001

SCRIP CODE-506178

**SUB:** Intimation under Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') - Notice of 41<sup>st</sup> Annual General Meeting and Annual Report of the Company for the Financial Year 2023-24

Dear Sir,

Pursuant to the provisions of Regulation 30 and 34 and any other applicable provisions, if any, of the SEBI (LODR) Regulations, 2015, we would like to inform you that 41<sup>st</sup> Annual General Meeting of the Company is scheduled to be held on Monday, 30<sup>th</sup> September, 2024 at 3:00 P.M. At its registered office situated at 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078.

The schedule of remote e-voting facility is as under:

Event	Day, Date and Time
Cut-off date for e-voting	23 <sup>rd</sup> September, 2024
Commencement of remote e-voting	Friday, 27 <sup>th</sup> September, 2024 at 10:00 a.m.
End of remote e-voting	Sunday, 29 <sup>th</sup> September, 2024 at 05:00 p.m.

we are submitting herewith the Integrated Annual Report of the Company for the financial year 2023- 24 along with the Notice of the 41<sup>st</sup> AGM, which is also being sent through electronic mode to all those Members whose email address are registered with the Company "Registrar and Transfer Agent" of the Company)/Depository Participant(s) in accordance with the applicable circulars.

The aforesaid information is also being placed on the website of the Company at [Annual Reports – Velox Industries Ltd.](#)

Kindly take the above information on record and acknowledge the receipt.

Thanking you.

Yours faithfully,

For **VELOX INDUSTRIES LIMITED**

(Formerly Khatau Exim Limited)

PINAL RAHUL PAREKH  
Digitally signed by  
PINAL RAHUL PAREKH  
Date: 2024.09.05  
14:17:58 +05'30'

**PINAL PAREKH**  
**COMPANY SECRETARY/ COMPLIANCE OFFICER**  
eCSIN: EA025327F000006847

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## NOTICE

Notice is hereby given that an 41<sup>st</sup> Annual General Meeting of the members of Velox Industries Limited ("the Company") will be held on Monday, 30<sup>th</sup> September, 2024 at 3:00 P.M at its registered office situated at 902, Filix Commercial Complex, Opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at March 31, 2024 and the Statement of Profit and Loss of the Company and the Cash Flow Statement and other Annexures thereof for the financial year ended March 31, 2024 and the Reports of the Board of Directors along with relevant annexures and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.

#### **2. Reappointment of Director who retires by rotation:**

To appoint a Director in place of Mr. Sushil Dattatraya Sindhkar (DIN: 10191316) who retires by rotation. Being eligible, he has offered himself for re-appointment as a Director of the Company.

#### **3. Appointment of M/s. Bilimoria Mehta & Co., Chartered Accountants, (FRN: 101490W) as Statutory Auditors of the Company:**

To appoint M/s. Bilimoria Mehta & Co., Chartered Accountants, (FRN: 101490W) as Statutory Auditors of the Company for the period of five years commencing from the conclusion of the 41<sup>st</sup> Annual General Meeting till the conclusion of the 46<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2028-29 on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Bilimoria Mehta & Co. Chartered Accountants (ICAI Firm Registration No. 101490W) be appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 41<sup>st</sup> Annual General Meeting until the conclusion of

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the 46<sup>th</sup> Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors.”

**By order of the Board of Directors**

**Sd/-**

**Debashis Mukherjee**  
**Chairman and Managing Director**  
**DIN: 00537728**

**Date: 05<sup>th</sup> September, 2024**

**Place: Mumbai**

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## Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to attend and vote on a poll only, instead of him and a proxy so appointed need not be a member of the Company. The proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of meeting.
2. Corporate members are requested to send duly certified copy of the board resolution/ power of attorney/ letter of representation authorizing its representative to attend and vote on their behalf at an Annual General Meeting.
3. In compliance with the provisions Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited, on all the resolutions set forth in this Notice.
4. In compliance with the MCA Circulars, the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on 23rd September, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
6. A copy of the Notice is available on the website of the Company <http://veloxindustriesltd.in/> website of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of our e-Voting agency i.e. CDSL e-voting website at [www.evotingindia.com](http://www.evotingindia.com).
7. Members may vote from Friday, 27<sup>th</sup> September, 2024 to Sunday, 29<sup>th</sup> September, 2024. In terms of the requirements of SEBI Circular, the e-voting period begins at 10:00 AM (IST) on 27<sup>th</sup> September, 2024 and ends at 5.00 P.M. (IST) 29<sup>th</sup> September, 2024. Thereafter, the e-voting module shall be disabled by CDSL.
8. The Company has appointed M/s. Sushil Talathi & Associates, Practicing Company Secretaries, Mumbai to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the

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Notice.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 23<sup>rd</sup> September, 2024. Members can vote for their entire voting rights as per their discretion.
10. After sending the notice through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: <http://veloxindustriesltd.in/>
11. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
13. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.
14. All documents referred to in the Notice will also be available electronically for inspection, without any fees to Members from the date of circulation of the Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com) from their registered e-mail.
15. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to evoting are given in this Notice.
16. The Company has set Monday, 23<sup>rd</sup> September, 2024 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution. A person who is not a Member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purposes only.
17. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 (including those Members who may not receive this Notice due to non-registration of their email address can cast their votes electronically, in respect of the Resolution(s) as set out in the Notice only through the remote e-voting.

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## VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link CDSL-eVoting System ([evotingindia.com](http://evotingindia.com)). Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on **23rd September, 2024**

The procedure to login to e-Voting website is given below:

### **Instructions for e-Voting:**

1. The Notice of the Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. CDSL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/ Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Launch internet browser by typing the following URL: CDSL-eVoting System ([evotingindia.com](http://evotingindia.com))
4. Click on Shareholder – Login
5. Put User ID and Password as provided in this document and click Login. If you are already registered with CDSL for e-Voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appear. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.

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8. Select "EVEN (Electronic Voting Event Number)" of Velox Industries Limited.
9. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
10. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [cssushil.talathi@gmail.com](mailto:cssushil.talathi@gmail.com) with a copy marked to [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In such an event, you will need to go through "Forget Password" option available. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct on the site to reset the same.

## **General Instructions:**

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of CDSL eVoting System ([evotingindia.com](http://evotingindia.com)).
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on 10:00 A.M. on 27th September, 2024 and will end at 05:00 P.M. on 29th September, 2024. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2024.

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5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. M/s. Sushil Talathi & Associates Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com) and on the website of Stock Exchange after the declaration of the results by the Chairman.

## **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 10:00 A.M. on 27th September ,2024 and will end at 05:00 P.M. on 29th September,2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its



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shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

## INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-</li></ol>

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Voting page of the e-Voting service provider for casting your vote during the remote e-Voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders Holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li data-bbox="581 304 1346 850">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 during the meeting.</li><li data-bbox="581 892 1346 1039">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="581 1081 1346 1610">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of eVoting 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 eVoting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period during the meeting.</li></ol>
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
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. Shareholders 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

# VELOX INDUSTRIES LIMITED

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Ph: +91 2262536600, 9082267347 Email: [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com)  
CIN: L52242MH1983PLC029364

6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- iii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Click on the EVSN for VELOX INDUSTRIES LIMITED.
- v. 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.
- vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- vii. 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.
- viii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- xi. Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [veloxindutriesltd@gmail.com](mailto:veloxindutriesltd@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (b) Procedure for procuring User ID and Password for e-voting for those shareholders whose email/mobile no. are not registered with the company/ depositories.
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 update your email id & mobile no. with your respective Depository Participant (DP)
  3. For Individual Demat shareholders – Please update your email id & mobile no. you're your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL eVoting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item no. 3

#### **Appointment of M/s. Bilimoria Mehta & Co., Chartered Accountants, (FRN: 101490W) as Statutory Auditors of the Company:**

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Bilimoria Mehta & Co., Chartered Accountants seek for re-appointment. They were appointed on 1<sup>st</sup> July, 2024 at the Extra Ordinary General Meeting till the Conclusion on this Annual General Meeting and are eligible for a further appointment of 5 years from the Conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting that will be held in the year 2028-2029.

M/s. Bilimoria Mehta & Co., Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Bilimoria Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**By order of the Board of Directors**

Sd/-

**Debashis Mukherjee**  
**Chairman and Managing Director**  
**DIN: 00537728**

**Date: 05<sup>th</sup> September, 2024**

**Place: Mumbai**

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**Brief profile of Mr. Sushil Dattatraya Sindhkar (DIN: 10191316) who retires by rotation and being eligible offers himself for re-appointment as the Director of the Company.**

Mr. Sushil Dattatraya Sindhkar aged 64 years and holds a degree in Bachelor of Science Honours, Bachelor of Engineering in Mechanical and Master of Business Administration. He has a verifiable 28 year track record of meeting revenue & profitability goals, by consistently delivering organic growth, and increasing customer value in several geographically diverse markets & multiple industries.

In terms of the provisions of the Companies Act, 2013, Mr. Sushil Dattatraya Sindhkar has filed requisite consent(s)/disclosures before the Board. The Company has also received an intimation from Mr. Sushil Dattatraya Sindhkar in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

Accordingly, the Board recommends the resolution in relation to re- appointment of Mr Sushil Dattatraya Sindhkar as a Non-Executive Director, for the approval by the members of the Company, by way of an ordinary resolution.

**By order of the Board of Directors**

**Sd/-**

**Debashis Mukherjee**  
**Chairman and Managing Director**  
**DIN: 00537728**

**Date: 05<sup>th</sup> September, 2024**  
**Place: Mumbai**



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Form No. MGT-11

Proxy form

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

CIN: L15122MH1983PLC029364

Name of the company: Velox Industries Limited

Registered office: 902 Filix Commercial Complex opp Asian Paints, L.B.S. Marg, Bhandup Mumbai MH 400078

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID:

I/We, being the member (s) holding..... shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature:....., or failing him
2. Name:  
Address:  
E-mail Id :  
Signature:.....,

as my/our proxy to attend and vote (on a poll) on my/our behalf at the 41<sup>st</sup> Annual General Meeting of the company, to be held on Monday, 30th September, 2024 at 3:00 P.M at 902 Filix Commercial Complex Opp Asian Paints, L.B.S. Marg, Bhandup Mumbai MH 400078 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary business:**

1. Adoption of Financial Statements for the Financial Year Ended March 31, 2024 and Reports of Directors' and Auditors' thereon.
2. To appoint Mr. Sushil D. Sindhkar (DIN: 10191316), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Bilimoria Mehta & Co., Chartered Accountants, (FRN: 101490W) as Statutory Auditors of the Company.

Signed this..... day of.....2024

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

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

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## ATTENDANCE SLIP

Folio No:

No. of Shares:

**Velox Industries Limited**

**Registered Office:** 902 Filix Commercial Complex,  
opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai -  
400078

I/ We hereby record my/ our presence at the Annual General Meeting of the Company being held on Monday, 30th September, 2024 at 3:00 P.M, held at the registered office of the Company at 902 Filix Commercial Complex, Opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078

A. Name(s) of the Member:

1. Mr./ Ms. ....

and Joint Holder(s)

2. Mr./ Ms. ....

(In block letters)

3. Mr./Ms. ....

B. Address : .....  
.....

C. Father's/Husband's  
Name (of the Member) :

Mr.....

D. Name of Proxy

Mr./ Ms. ....

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Signature(s) of Member and Joint Holder(s)

**Note:** Please complete the Attendance slip and hand it over at the Registration Counter at the venue

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CIN: L52242MH1983PLC029364

## ROUTE MAP FOR THE AGM VENUE

**Venue:** 902 Filix Commercial Complex Opp Asian Paints, L.B.S. Marg, Bhandup Mumbai MH 400078

