

VELOX INDUSTRIES LIMITED

Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road,
Western Express Highway, Villy Parle (East), Mumbai - 400 052
Ph: 022-42288300, 08146995909 Email: veloxindustriesltd@gmail.com
CIN: .L15122MH1983PLC029364

REF: VELOX: BSE: 2021

Date: 28th August, 2021

The Manager,
Listing Compliance Department,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

BSE Scrip Code-506178

Subject: Notice of 38th Annual General Meeting and Intimation of Annual Book Closure and E-voting Schedule.

Dear Sir,

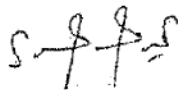
In compliance of SEBI (LODR) Regulations, 2015, this is to inform the Exchange that the 38th Annual General Meeting of the Company will be held on Tuesday, the 21st September, 2021 at 11:30 A.M at The Submit Business Bay, 102-03, Level-1, Service Road, Western Express Highway, Villy Parle (East), Mumbai - 400 052. A copy of the Notice of AGM is enclosed for dissemination on the Website of the Exchange.

We also wish to inform that the Register of Members and Share transfer books of the Company will be closed from 16th September, 2021 to 21st September, 2021.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e. 14th September, 2021, to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

You are requested to take the same on record.

Thanking you,
For **VELOX INDUSTRIES LTD.**
(Formerly Khatau Exim Ltd)



SANJIV JAIN
CHAIRMAN

Encl.: As above

VELOX INDUSTRIES LIMITED

(Formerly Known as Khatau Exim Limited)

Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road,

Western Express Highway, Viley Parle (East), Mumbai - 400 052

Ph: 022-42288300, 08146995909 Email: khataueximltd@gmail.com

CIN No.L15122MH1983PLC029364

NOTICE

Notice is hereby given that the 38th Annual General Meeting of Velox Industries Limited ("the Company") will be held on Tuesday, the 21st day of September, 2021 at 11.30 A.M. at Registered office The Submit Business Bay, 102-03, Level-1, Service Road, Western Express Highway, Viley Parle(East), Mumbai-400052 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements for the year ended 31st March, 2021, together with the Directors' and Auditors' Report thereupon.
2. To appoint a Director in place of Mr. Sanjiv Jain (DIN: 02011909), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Prabhat Khurana (DIN: 03289193) as an Independent Director on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 ('Act') and the Companies (Appointment and Qualification of Directors)Rule, 2014 and the applicable provisions of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Prabhat Khurana (DIN : 03289193) an Additional Director of the company, who has submitted a declaration confirming that he meets the criteria of independence under section 149(6) of the companies Act 2013, be and is hereby appointed as an Independent director of the company and not liable to retire by rotation for a term of 5(Five) years w. e. f 15th December 2020."

For VELOX INDUSTRIES LIMITED

PLACE: Mumbai
DATE: 14.08.2021

Sd/-
SANJIV JAIN
CHAIRMAN

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item No. 3 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and December 31, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.veloxindustriesltd.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 16th September, 2021 to Tuesday, 21st September, 2021, both days inclusive.
8. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the Registered Office address.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also 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. Members seeking to inspect such documents can send an email to veloxindustriesltd@gmail.com

10. Electronic copy of the Annual Report and Notice of the 38th Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 38th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
11. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
12. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 14th September, 2021 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

The instructions for members for voting electronically are as under:

1. In terms of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 14th September, 2021 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.
 - I. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - II. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting during the Annual General Meeting.
 - III. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the entire e-voting process in a fair and transparent manner.
 - IV. The Scrutinizer shall after the conclusion of AGM, shall 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 three days 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.
 - V. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.veloxindustriesltd.in and on the website of CDSL 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 BSE Limited.

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

For VELOX INDUSTRIES LIMITED

Place: Mumbai
Date: 14.08.2021

SANJIV JAIN
CHAIRMAN

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3.

The Board of Directors had appointed Mr. Prabhat Khurana Gupta as an Additional Director of the Company under category of Non-Executive Independent Director of the Company for a period of 5 years w.e.f. 15th December, 2021 and recommends the same for the approval of Shareholders of the Company by way of Ordinary Resolution.

The Company has received notice in writing from a member proposing the candidature of Mr. Prabhat Khurana to be appointed as an Independent Director of the Company in accordance with the provisions of the Companies Act, 2013.

Mr. Prabhat Khurana has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and also under of the SEBI (LODR) Regulations, 2015. Mr. Prabhat Khurana has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the said Act.

In the opinion of the Board, Mr. Prabhat Khurana Gupta meets the criteria of independence as provided in the Section 149 read with Schedule IV of the Act for such appointment.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mr. Prabhat Khurana Gupta is appointed as an Independent Director.

A copy of the draft letter of appointment issued to the Appointee for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations, 2015.

Except for Mr. Prabaht Khurana, his relatives who may be deemed to be interested in the respective resolution at item no. 3 of the Notice as it concerns his appointment as Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Details of Director Seeking Appointment or Re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI) for item No. 2 and 3 of the this notice are as follows:

| | | |
|---------------------------------------|---|--|
| Name & DIN of Director | Mr. Sanjiv Jain (DIN: 02011909) | Mr. Prabhat Khurana (DIN: 03289193) |
| Date of Birth (Age) | 8 th May, 1957 | 3 rd September, 1970 |
| Qualifications | Graduate | Bsc. CFA |
| Experience & Expertise | Mr. Saniv Jain has wide experience of Industry and played important role in the operations of the company | Mr. Prabhat Khurana has wide experience in Finance & Accounts. |
| Terms and condition of Re-appointment | Terms & Conditions of appointment or re-appointment are as per the | Terms & Conditions of appointment or re-appointment are as per the |

| | Nomination and Remuneration Policy of the Company. | Nomination and Remuneration Policy of the Company. |
|---|---|---|
| Remuneration last drawn | Except Sitting fee for attending the Board and Committee Meetings, no remuneration was paid to him during the year. | Except Sitting fee for attending the Board and Committee Meetings, no remuneration was paid to him during the year. |
| Date of first Appointment on the Board | 14.02.2012 | 15.12.2020 |
| Number of Board Meetings Attended during the year | Five | One |
| Nationality | Indian | Indian |
| Shareholding in the Company | Nil | Nil |
| Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies | Nil | Nil |
| Relationship inter-se between Directors & Key Managerial Persons | No Inter-se relationship between Directors and Key Managerial Persons. | No Inter-se relationship between Directors and Key Managerial Persons. |

For VELOX INDUSTRIES LIMITED

Place: Mumbai
Date: 14.08.2021

Sd/-
SANJIV JAIN
CHAIRMAN

• VELOX INDUSTRIES LIMITED

Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road,
Western Express Highway, Viley Parle (East), Mumbai - 400 052
Ph: 022-42288300, 08146995909 Email: khataueximltd@gmail.com
CIN No.L15122MH1983PLC029364

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

| | |
|--------|--|
| DP Id* | |
|--------|--|

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

| | |
|------------|--|
| Client Id* | |
|------------|--|

| | |
|---------------|--|
| No. of Shares | |
|---------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the 38th ANNUAL GENERAL MEETING of the Company held on Tuesday, 21st September, 2021 at 11:30 AM at the Registered Office of the company i.e. The Submit Business Bay, 102-103, Level-1, Service Road, Western Express Highway, Viley Parle, East Mumbai 400 052, Maharashtra .

*Applicable for investor holding shares in electronic form.

.....
Signature of Shareholder / Proxy

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.

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PROXY FORM

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

VELOX INDUSTRIES LIMITED

**Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road, Western Express Highway,
Villey Parle (East), Mumbai - 400 052**

Email: khataueximltd@gmail.com CIN No.L15122MH1983PLC029364

| | | | |
|---|--|---|--|
| Name of the member(s): Registered address: | | e-mail id: Folio No/*Client Id: *DP Id: | |
|---|--|---|--|

I/We, being the member(s) of ----- shares of Velox Industries Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th ANNUAL GENERAL MEETING of the Company held Tuesday, 21st September, 2021 at 11:30 AM at the Registered Office of the company i.e. The Submit Business Bay, 102-103, Level-1, Service Road, Western Express Highway, Villey Parle, East Mumbai 400 052, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Resolutions |
|--------------------------|--|
| Ordinary Business | |
| 1. | Receive, consider and adopt the financial statements of the Company for the year ended 31 st March, 2021 and the report of the Auditor and Directors thereon. |
| 2. | Re-appointment of Sh. Sanjiv Jain (DIN 02011909), Director who retires by rotation |
| Special Business | |
| 1 | Appointment of Mr. Prabhat Khurana (DIN: 03289193) as an Independent Director on the Board of the Company |

Signed this.....day of2021

Signature of shareholder

| |
|--------------------------------------|
| Affix Rs.1.00 Revenue Stamp |
|--------------------------------------|

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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.

