

# PRONTO INDUSTRIAL SERVICES LIMITED

"CENTRE POINT"  
21, HEMANT BASU SARANI  
3<sup>RD</sup> FLOOR, ROOM NO-306,  
KOLKATA-700001, (W.B.)

CIN- L67120WB1982PLC035476

☎ : 033-30288500, 30288501  
✉ : Investors.pronto@gmail.com  
Website Address: www.pisl.in

Date: 20/09/2021

**The Secretary**  
**Calcutta Stock Exchange Limited**  
**7, Lyons Range,**  
**Kolkata - 700001**

Sir/Madam,

**SUB: NOTICE OF ANNUAL GENERAL MEETING, E-VOTING AND BOOK CLOSURE OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21**

Notice is hereby given that the Annual General Meeting of the Company will be held at shorter notice on **Wednesday, 29<sup>th</sup> September, 2021 at 03:30 P.M.** at the registered office at "Centre Point", 21, Hemant Basu Sarani, 3<sup>rd</sup> Floor, Room No. 306, Kolkata- 700 001, to transact the business set out in the notice convening the meeting.

The facility to exercise the vote at the aforesaid AGM by electronic means (e-voting) on all resolutions as set out in the notice will be provided to those members, holding shares either in physical or in electronic form as on the cut-off date i.e. September 22, 2021. The e-voting will commence on Sunday, September 26, 2021 and will end on Tuesday, September 28, 2020 (both days inclusive).

Pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Transfer Books of the Company will remain closed from Thursday, September 23, 2020 to Wednesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**PRONTO INDUSTRIAL SERVICES LIMITED**

PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorized Signatory

**DIRECTOR**

**Sushil Kumar Agrawal**

**DIN: 00649521**

# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

"Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

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## **NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY NINETH ANNUAL GENERAL MEETING OF PRONTO INDUSTRIAL SERVICES LIMITED (CIN-L67120WB1982PLC035476) WILL BE HELD AT SHORTER NOTICE ON WEDNESDAY, SEPTEMBER 29, 2021 AT 03:30 P.M. AT THE REGISTERED OFFICE, "CENTRE POINT", 21 HEMANT BASU SARANI, ROOM NO. 306, 3<sup>RD</sup> FLOOR, KOLKATA – 700 001 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2021 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Sushil Kumar Agrawal (DIN: 00649521), who retires by rotation and is eligible for re-appointment.

### **SPECIAL BUSINESS**

#### **3. Appointment of Mr. Suraj Ratan Bagree as Whole-Time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, Mr. Suraj Ratan Bagree (DIN: 02515173) who was appointed as an Additional and Whole-time Director of the Company by the Board of Directors with effect from 15<sup>th</sup> September 2021, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director and Whole-time Director of the Company, designated as "Director – Operation", for a period of five years with effect from 15<sup>th</sup> September, 2021 to 14<sup>th</sup> August, 2026, whose period of office shall be liable to determination by retirement of directors by rotation, on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

#### **4. APPOINTMENT OF MRS. NIKITA JAISWAL AS AN INDEPENDENT DIRECTOR.**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as

amended from time to time, Mrs. NIKITA JAISWAL (DIN: 09320770), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 15<sup>th</sup> September 2021, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years with effect from 15<sup>th</sup> September, 2021 up to 14<sup>th</sup> August, 2026, and is not liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### **5. Authority to Give Loans and Make Investments In Other Bodies Corporate.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments and to provide loan, give securities, guarantees in excess of the 60% of the aggregate paid-up share capital and free reserves and securities premium account or 100% of the aggregate of free reserves and securities premium account of the Company as per the limits prescribed under Section 186 in any other bodies corporate as the Board of Directors may decide from time to time as beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores) at any time together with the existing loan and investments. The Company also hereby ratifies all loans and investments made in excess of limits as prescribed under section 186 of the Companies Act, 2013 and approve that loans and investments as made by the Company as per provisions of Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to negotiate the terms, conditions, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities to any of the bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

By Order of the Board of Directors  
**PRONTO INDUSTRIAL SERVICES LIMITED**

**DIRECTOR**  
**(Sushil Kumar Agrawal)**  
**DIN: 00649521**

**Place :-**Kolkata

**Date :-** 15<sup>th</sup> September, 2021

**Registered Office:**

"Centre Point"

21, Hemant Basu Sarani,

Room No. 306, 3<sup>rd</sup> Floor,

Kolkata – 700 001

CIN – L67120WB1982PLC035476

Email: investors.pronto@gmail.com

Website: [www.pisl.in](http://www.pisl.in)

#### NOTES:

1. The Members of the Company have given their consent, as required under section 101(1) of the Companies Act, 2013, to convene the annual general meeting at a shorter notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER. The instrument appointing Proxy(ies) as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
3. Ms. Bhagwati Sharma, Practising Company Secretary, of 1, Crooked Lane, 2nd Floor, Room No-212, Kolkata-700069 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. A route Map to reach the venue of the extraordinary general meeting is annexed with accompanying notice for ease in locating the venue.

#### CDSL e-Voting System – For Remote e-voting

1. 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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. The Annual General Meeting has been scheduled on 29<sup>th</sup> September, 2021 at 03:30 P.M. IST.
3. Dispatch of Annual Report through E-mail  
In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2021, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. ABS CONSULTANT PVT LTD or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Stock Exchanges where Equity Shares of the Company is listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com).
4. The Notice can also be accessed from the websites of the Stock Exchange i.e. CSE Limited and Calcutta Stock Exchange Limited at [www.cseindia.com](http://www.cseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING:

- (i) The voting period begins on 26.09.2021 at 9:00 A.M. and ends on 28.09.2021 at 5:00 P.M.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2021 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 09.12.2020, 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 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.

- (iv) 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.

Pursuant to above said SEBI Circular, Login method for e-Voting in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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 period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at</li> </ol>

	<p><a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant PRONTO INDUSTRIAL SERVICES LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote 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 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; investors.pronto@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS 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. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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, MarathonFuturex, 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 on 022-23058542/43.

By Order of the Board of Directors  
**PRONTO INDUSTRIAL SERVICES LIMITED**

**DIRECTOR**  
**(Sushil Kumar Agrawal)**  
**DIN: 00649521**

**Place :-** Kolkata  
**Date :-** 15<sup>th</sup> September, 2021

**Registered Office:**

"Centre Point"  
21, Hemant Basu Sarani,  
Room No. 306, 3<sup>rd</sup> Floor,  
Kolkata – 700 001  
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Tel: 033-30288500/30288501  
Email: investors.pronto@gmail.com  
Website: [www.pisl.in](http://www.pisl.in)



## **EXPLANATORY STATEMENT**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 3 to 5 of the accompanying Notice dated August 19<sup>th</sup>, 2014:

### **ITEM NO. 3**

Mr. Suraj Ratan Bagree was appointed as an Additional and Whole-time Director by the Board at its meeting held on 15<sup>th</sup> September, 2021, in accordance with section 161 of the Companies Act, 2013 to hold office up to the date of ensuing AGM. Notice have been received in writing from a Member pursuant to Section 160 of the Companies Act, 2013 together with necessary deposit of Rs. 1,00,000/- proposing Mr. Suraj Ratan Bagree as a Director of the Company. Board of Directors now propose to appoint Mr. Suraj Ratan Bagree as Whole-time Director of the company, designated as "Director – Operation", with effect from 15<sup>th</sup> September, 2021, in accordance with Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of five years up to 14<sup>th</sup> August, 2026, whose period of office shall be liable to determination by retirement of directors by rotation.

Mr. Suraj Ratan Bagree is a Commerce graduate with major in Accounts and Finance. He has over 15 years experience in managing various industries. He has created a commendable position in the business circle by virtue of his hard work and honest endeavor for achieving business goal. The Board considers that the appointment of Mr. Suraj Ratan Bagree as a Whole-time Director of the Company would be of immense benefit to the Company and also considers his proposed remuneration is commensurate with his duties and responsibilities as a Whole-time Director of the Company.

The material terms of appointment and remuneration are given below: -

I) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

Salary: At the rate of Rs. 25,000/- (Rupees Twenty Thousands only) per month.

Allowances: No allowance shall be paid.

Others: Use of car for Company's business, telephone and other communication facilities/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission: No commission shall be paid.

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Suraj Ratan Bagree remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Suraj Ratan Bagree.

Sitting Fees: The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Mr. Suraj Ratan Bagree shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Suraj Ratan Bagree or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Accordingly, as per the provisions of Sections 161, 196, 197, 203 and any other applicable provisions of the Companies Act, the Board of Directors recommends the Ordinary Resolution set out in resolution no. 3 of the accompanying Notice be passed by the members at their Meeting.

Except Mr. Suraj Ratan Bagree, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution no 3.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations with the Stock Exchanges.

#### **Item No. 4**

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Mrs. Nikita Jaiswal (DIN: 09320770) has been appointed as an Additional Independent Director by the Board with effect from September 15, 2021. Pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Nikita Jaiswal will hold office up to the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Nikita Jaiswal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mrs. Nikita Jaiswal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolutions seeks the approval of members for the appointment of Mrs. Nikita Jaiswal as an Independent Director of the Company up to August 14, 2026 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Nikita Jaiswal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and they are Independent of the Management. A copy of the draft letter for the appointment of Mrs. Nikita Jaiswal as an Independent Directors setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. No director, key managerial personnel or their relatives, except Mrs. Nikita Jaiswal, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No.4, for the approval of the members.

#### **ITEM NO. 5**

The provisions of the Companies Act, 2013 had authorised the Board of Directors of the Company to make loans to bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate, upto 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members in excess of the limits for:-

- (a) making loans to any person or other bodies corporate;
- (b) giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- (c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate,

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores), under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends passing the Special Resolution set out resolution no. 5 of the accompanying Notice, be passed by the members at their Meeting. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the aforesaid resolution

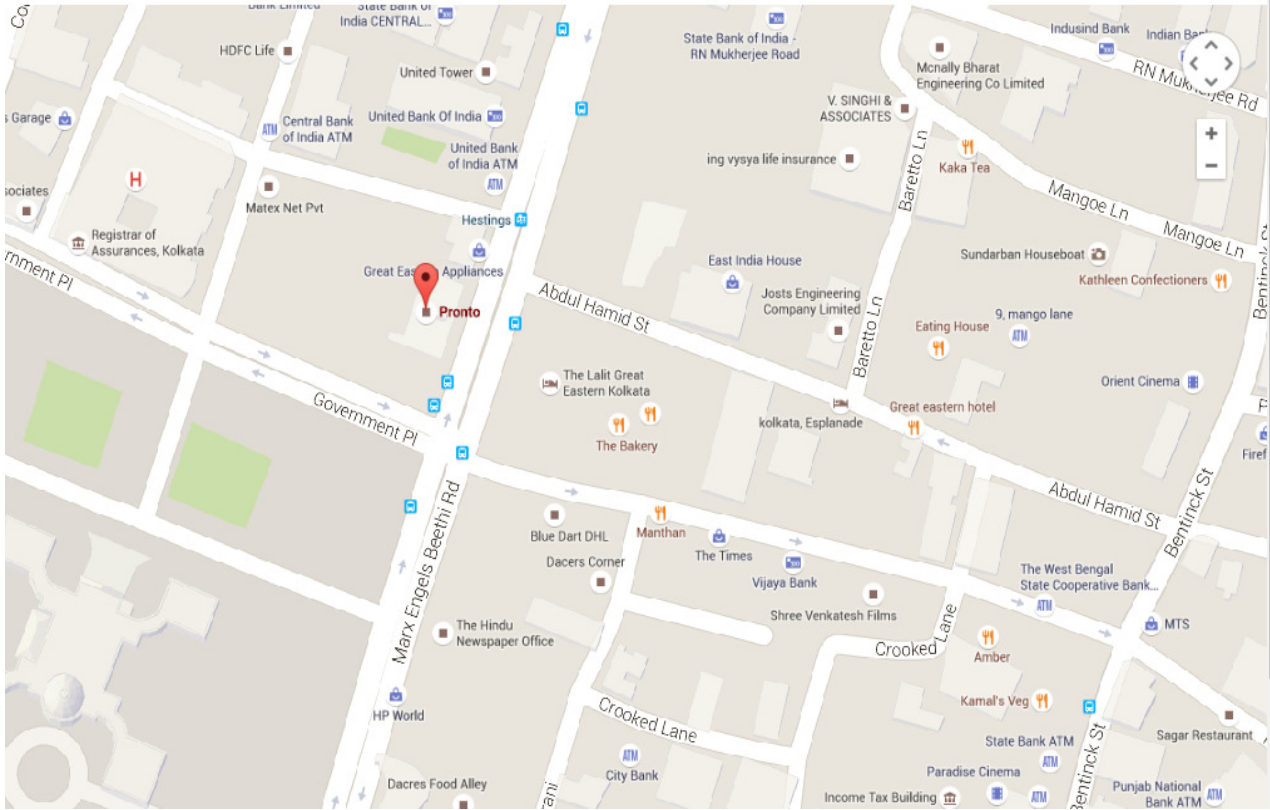
**ANNEXURE TO THE NOTICE**

**Brief Profile of Mrs. Uma Sharma pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 30 and 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:**

Name of the Director	Mr. Suraj Ratan Bagree	Mrs. Nikita Jaiswal
DIN	02515173	09320770
Date of Birth and Age	06.06.1966 (54 Years)	17.12.1991 (29 Years)
Date of first appointment on the Board	15.09.2021	15.09.2021
Qualifications	Degree of Bachelor of Commerce	Company Secretary, Member of ICSI
Experience and Expertise	Mr. Suraj Ratan Bagree, aged about 54 years, is a Graduate and holds degree of Bachelor of Arts. She worked as a business advisor for different organizations over past several years.	Mrs. Nikita Jaiswal is a Member of Institute of Company Secretaries of India and has a varied experience of more than 4 years in finance, accounting, and taxation, secretarial. Mrs. Nikita Jaiswal is a Whole time Company Secretary in Sivanta Spuntex Private limited.
List of Directorship / Membership / Chairmanship of Committees of other Board.	<ol style="list-style-type: none"> <li>1. Daisy Commosales Ltd</li> <li>2. Festino Dealtrade Ltd</li> <li>3. Hepatica Merchants Ltd</li> <li>4. Oscar Retailers Ltd</li> </ol>	NIL
Remuneration Details (including sitting fees & commission)	Please refer to the 'Report on Corporate Governance', which is a part of this Annual Report.	Please refer to the 'Report on Corporate Governance', which is a part of this Annual Report.
Disclosure of relationships between Directors (in case of appointment as a Director)	He is not related to any of the Directors of the Company.	She is not related to any of the Directors of the Company.

### ROUTE MAP OF THE VENUE OF AGM:

"CENTRE POINT", 21, HEMANT BASU SARANI, 3RD FLOOR, ROOM NO.306, KOLKATA-700001  
OPPOSITE THE LALIT GREAT EASTERN HOTEL



# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

"Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

## ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	

1. I/We hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 29<sup>th</sup> September, 2021 at 03:30 P.M. at "Centre Point", 21, Hemant Basu Sarani, 3<sup>rd</sup> Floor, Room No.306, Kolkata-700001.

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

**Note:** - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

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## ELECTRONIC VOTING PARTICULARS

(1) EVS (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

### NOTE:

- Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- Please read the Instructions printed under the Notes to the Notice dated 15<sup>th</sup> September, 2021 of Annual General Meeting. The e-voting period starts from 09.00 A.M. on 26.09.2021 and ends at 5.00 P.M. on 28.09.2021, the e-voting module shall be disabled by CDSL for voting thereafter.

# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

"Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

## Form No. MGT-12

### Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: PRONTO INDUSTRIAL SERVICES LTD

CIN : L67120WB1982PLC035476

Registered office : "CENTRE POINT", 21, Hemant Basu Sarani, 3<sup>rd</sup> Floor, Room No. 306, Kolkata-700001

### BALLOT PAPER (AGM on 29.09.2021)

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No	Resolutions	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2021 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.			
2.	To appoint Director in place of Sushil Kumar Agrawal (DIN: 00649521), who retires by rotation and is eligible for re-appointment.			
3.	Appointment of Mr. Suraj Ratan Bagree (DIN: 02515173 as Whole-Time Director of the Company.			
4.	Appointment Of Mrs. Nikita Jaiswal (Din:09320770) As An Independent Director.			
5.	Authority to Give Loans and Make Investments In Other Bodies Corporate.			

\_\_\_\_\_  
(Signature of the Shareholder)

Place:

Date:

# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

"Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

## FORM NO. MGT-11

### PROXY FORM

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

CIN : L67120WB1982PLC035476  
Name of the Company : PRONTO INDUSTRIAL SERVICES LIMITED  
Registered Office : "Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001  
E-mail : investors.pronto@gmail.com

Name of the member(s) :  
Registered Address :  
E-mail Id :  
Folio No/Client ID :  
DP ID :

I/We, being the member of \_\_\_\_\_ equity shares of the above named company, hereby appoint

Name :  
Address :  
Email Id :  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 29<sup>th</sup> September, 2021 at 03:30 P.M. at "Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001 and any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Type of Resolution	C	
			For	
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2021 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.	Ordinary		Please Affix Revenue Stamp
2.	To appoint Director in place of Sushil Kumar Agrawal (DIN: 00649521), who retires by rotation and is eligible for re-appointment.	Ordinary		
3.	Appointment of Mr. Suraj Ratan Bagree (DIN: 02515173 as Whole-Time Director of the Company.	Ordinary		
4.	Appointment Of Mrs. Nikita Jaiswal (Din: 09320770) As An Independent Director.	Ordinary		
5.	Authority to Give Loans and Make Investments In Other Bodies Corporate.	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holders: \_\_\_\_\_

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.

A Proxy need not be member of the Company.