



## Advanced Weapons and Equipment India Limited

CIN: U29270UP2021GOI150734

Regd. Office: Ordnance Factory Kanpur, Kalpi Road, Kanpur-208009, U.P.

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### Notice

Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting (AGM) of the members of **ADVANCED WEAPONS AND EQUIPMENT INDIA LIMITED ("the Company")** will be held on **Friday, December 01, 2023 at 11.30 A.M.** from the registered office of the company at "Ordnance Factory Kanpur, Kalpi Road, Kanpur - 208009 through **Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** to transact the following business(s):

#### ORDINARY BUSINESS:

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

##### ITEM NO. 1

To receive, consider, approve and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, along with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India (C&AG), and management replies, thereon.

##### ITEM NO. 2

To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24, and to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to section 139(5) read with the provisions of Section 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders of the Company, be and is hereby authorized to decide and fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Statutory Auditors appointed by Comptroller and Auditor General of India (C&AG) for the financial year 2023- 24.

#### SPECIAL BUSINESS: -

##### ITEM NO. 3

To ratify the remuneration payable to the Cost auditor appointed by the Board of Directors of the Company for the financial year 2023-24 pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013, to pass with or without modification(s), the following resolution as Ordinary Resolution:



**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Paliwal & Associates, Cost Accountants, appointed by the Board of Directors amounting to of Rs. 2,00,000/- (Rupees two lakhs only) plus applicable taxes and out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

#### ITEM NO. 4

To confirm the appointment of Shri **Sushil Sinha, IOFS (DIN: 10059967)**, as Whole Time Director (Finance) of the Company and in this regard 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 Section 152, 160, 161, 196, 203 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, Shri **Sushil Sinha, IOFS (DIN: 10059967)**, who was appointed as Additional Director of the Company with effect from 1<sup>st</sup> March 2023, as per letter No. MoD ID No. PC-I to 1(5)/2021/OF/DP (Plg-V) Dated 6<sup>th</sup> December, 2022 from Ministry of Defence, Department of Defence Production, DTE of Planning & Coordination DP(PLG-V), consent of the Members be and is hereby accorded to the appointment of Shri Sushil Sinha as Whole Time Director designated as Director (Finance) on the Board of the Company on terms and conditions as stipulated by the Government of India and he shall be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD  
Advanced Weapons and Equipment India Limited

Place: Kanpur  
Dated: 1<sup>st</sup> November, 2023

Sd/-  
(Manish Kumar Singh)  
Company Secretary  
Membership No. FCS: 12879



#### NOTES:-

1. The Explanatory Statement setting out material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013 is annexed herewith and forms part of the Notice.
2. Pursuant to the General Circular No. 09/2023, File No. Policy-17/57/2021-CL-MCA issued by Ministry of Corporate Affairs, Government of India dated 25.09.2023 read with circular no. 10/2022 dated 28th December, 2022 and General circular 02/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") the 2nd AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members through the voting system provided during the meeting while participating through VC facility.
4. Members will be able to attend the AGM through VC/OAVM for which the relevant user id and password will be shared before the AGM.



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

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice.

### ITEM NO. 3:

The Board has approved the appointment of M/s. Paliwal & Associates, Cost Accountants, at a remuneration of Rs. 2,00,000/- (Rupees two lakhs only) plus applicable taxes and out-of-pocket expenses incurred in connection with the aforesaid audit to conduct the Cost Audit of the Company for the financial year 2023-2024.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors Rules), 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

### ITEM NO. 4:

Your Company being a Government Company, the Directors on the Board are appointed by the President of India through the Administrative Ministry.

Shri Sushil Sinha, IOFS (DIN: 10059967 was appointed as Director (Finance) of the Company vide letter No. MoD ID No. PC-I to 1(5)/2021/OF/DP (Plg-V) Dated 6<sup>th</sup> December, 2022 from the Ministry of Defence, Department of Defence Production, DTE of Planning & Coordination DP(PLG-V), Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and provisions of the Articles of Association of the Company, the Company appointed Shri Sushil Sinha as an Additional Director to hold office pursuant to Section 160 of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Sushil Sinha, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval

BY ORDER OF THE BOARD  
Advanced Weapons and Equipment India Limited

Place: Kanpur  
Dated: 1<sup>st</sup> November, 2023

Sd/-  
(Manish Kumar Singh)  
Company Secretary  
Membership No. FCS: 12879