

# STRATMONT INDUSTRIES LIMITED

REGD. OFFICE: 303 Tower A Peninsula Business Park, Gk Marg, Delisle Road, Lower Parel ,Mumbai-400013,Maharashtra, India

**Corporate office:** 303 Tower A Peninsula Business Park, Gk Marg, Delisle Road, Lower Parel ,Mumbai-400013,Maharashtra, India

**CIN:** L28100MH1984PLC339397

**Tel no.** 022-44505596

**Email Id:** stratmontindustriesltd@gmail.com, **Website:** www.stratmontind.com

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF STRATMONT INDUSTRIES LIMITED WILL BE HELD ON MONDAY SEPTEMBER 08,2025 AT 09:00 AM AT SHIVAM PARTY HALL PLOT NO.44-47, RSC-13, MANGAL MURTY ROAD, GORAI-II, BORIVALI (WEST), MUMBAI-400091**

**TO TRANSACT THE FOLLOWING BUSINESS: -**

### **ORDINARY BUSINESS:**

1. To Receive, consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31,2025, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31,2025 together with the Report of the Board of Directors and Auditors' thereon.

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

**RESOLVED THAT** the Directors' Report and the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31,2025, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31,2025 along with the Auditors' Report thereon are hereby considered, approved and adopted."

### **2. Appointment of Auditors:**

**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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s BHATTER & ASSOCIATES, Chartered Accountants (FRN:131411W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the next Annual General Meeting (AGM) (subject to ratification of their appointment at every AGM),at such remuneration plus GST, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**3. To appoint a Director in place of Mr. Vatsal Agarwaal (DIN: 07252960) who retires by rotation and, being Eligible offers himself for re-election.**

### **SPECIAL BUSINESS:**

**4. To Regularised of Appointment of Mrs. Saumya Varma (DIN:11087724) as an Additional Independent and Woman Director category ) of the Company, not liable to retire by rotation**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of **Mrs.Saumya Varma (DIN: 11087724)**, who was appointed as an Additional Director (Independent and Woman Director category) of the Company by the Board of Directors with effect from 07.05.2025 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria of independence as provided under the Act and SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an **Independent Director and Woman Director** of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from the date of her original appointment i.e. 07.05.2025.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such

acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**5.To appointment Mr.Chinmay kumar Guha for Continuation of Independent Director beyond 70 years of age**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the continuation of **Mr. Chinmay Kumar Guha** (DIN: 07706047 as a **Non-Executive Independent Director** of the Company, notwithstanding that he has attained the age of 70 years, for the remaining period of his current term of appointment / or for a period of 5 years with effect from 26.06.2025, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, proper, or expedient to give effect to this resolution.”

**6. To Re-appointment of Mr.Chinmay Kumar Guha (DIN: 07706047) as an Independent Director, not liable to retire by rotation.**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded for the re-appointment of **Mr. Chinmay Kumar Guha (DIN: 07706047)** as an **Independent Director** of the Company, for a **second term of 5 (five) consecutive years** with effect from 26Th June 2025 to 27<sup>Th</sup> June 2030, who shall not be liable to retire by rotation.

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

**7. To consider and approve enhancement in the Limits of Investments/Loans / Guarantees / Securities under Section 186 of the Companies Act, 2013**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to:\*\*\*

- give any loan(s) to any person or other body corporate;
- give any guarantee(s) or provide any security(ies) in connection with a loan to any person or other body corporate; and/or
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013, up to an aggregate amount not exceeding Rs.50,00,00,000 (Rupees Fifty Crores only), notwithstanding that such investments, loans, guarantees and securities together with the Company’s existing investments, loans, guarantees or securities may exceed sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize the terms and conditions of such investments, loans, guarantees and securities, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution including delegation of all or any of the powers herein conferred to any director(s) or officer(s) of the Company.”

**8. To consider and approve enhancement the of Borrowing Limits of Loans under Section 180(1)(c) of the Companies Act, 2013:**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the

provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this resolution) to borrow any sum or sums of money from time to time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding amount so borrowed and remaining un-discharged at any given time, shall not exceed the **sum of Rs.1,50,00,00,000 (Rupees One Hundred Fifty Crores only).**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By The Order of The Board  
For stratmont Industries Ltd**

**Sd/-  
Mr. Sudhanshu Kumar Mishra  
Managing Director  
Mumbai  
August 13, 2025**

#### **Notes:**

**1.The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos. 4-8 (Special Business) above is annexed hereto.**

**2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 02, 2025 to Monday, September 08, 2025 (both days inclusive) for the purpose of AGM**

**Item No.4:** The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Mrs. Saumya Varma (DIN: 11087724)** as an **Additional Director (Independent and Woman Director Category)** of the Company with effect from 7thMay2025, in accordance with the provisions of Section 149, 152 and 161(1) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Section 161 of the Act, Mrs. Saumya Varma holds office as an Additional Director up to the date of the ensuing General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Saumya Varma for the office of Director.

Mrs. Saumya Varma has consented to act as a Director and has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (LODR) Regulations. In the opinion of the Board, she fulfils the conditions for her appointment as an Independent Director and is independent of the management.

Accordingly, the Board recommends the resolution for regularisation and appointment of Mrs. Saumya Varma as an **Independent Director**, not liable to retire by rotation, for a term of 5 consecutive years, to the shareholders for approval by way of an Ordinary Resolution

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mrs. Saumya Varma herself, is concerned or interested, financially or otherwise, in the said resolution.

**Item No.5:** Mr.Chinmay Kumar Guha (DIN: 07706047) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) and the applicable rules thereunder, for a term of 5 (five) consecutive years. His tenure will continue beyond the age of 70 years.

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), there is no restriction on continuation of a person as an Independent Director beyond 70 years of age. However, as a matter of good governance and in view of the valuable experience and continued contribution of Mr. Guha to the Board, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the continuation of Mr. Chinmay Kumar Guha as an Independent Director of the Company even after attaining the age of 70 years.

Mr. Guha is a seasoned professional with vast experience in Banking, Invest Banking e.g., finance, Investment strategic planning, corporate governance, etc. and the Board considers that his continued association would be of immense benefit to the Company.

In accordance with Regulation 17(1A) of the SEBI LODR Regulations, the continuation of a Non-Executive Director who has attained the age of 75 years requires the approval of shareholders by way of a Special Resolution. However, Mr. Guha is yet to attain the age of 75 years, and the proposed resolution is being placed for approval to ensure transparency and to comply with good corporate governance practices.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the members.

Mr. Chinmay Kumar Guha is interested in the resolution to the extent of his continuation as an Independent Director. None of the other Directors or Key Managerial Personnel of the Company or their relatives is

concerned or interested, financially or otherwise, in the resolution.

**Item No.6:** The term of office of Mr. Chinmay Kumar Guha (DIN: 07706047) as an Independent Director of the Company will expire on 26.06.2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29.05.2025, has considered and approved the re-appointment of Mr. Chinmay Kumar Guha as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, with effect from 27.06.2025 subject to the approval of shareholders.

Mr. Guha has provided a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he is a person of integrity, possesses relevant expertise and experience, and fulfills the conditions specified under the Act and the SEBI Listing Regulations for such re-appointment.

Brief profile of Mr. Chinmay Kumar Guha, including nature of his expertise, directorships in companies, committee memberships is provided in the Annexure to the Notice.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Chinmay Kumar Guha, is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

**Item No.7:** The Board of Directors of the Company proposes to enhance the limits for making investments, giving loans, guarantees or providing securities under Section 186 of the Companies Act, 2013 ('the Act'), in order to support the Company's future growth plans, strategic investments, and business operations.

As per the provisions of Section 186(3) of the Act, a Company is required to obtain approval of the shareholders by way of a Special Resolution if the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to any person or body corporate, along with the investments, loans, guarantees or securities proposed to be made or given, exceeds sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Accordingly, in order to enable the Company to make further investments, provide loans, guarantees or securities to various persons or bodies corporate, including subsidiaries, joint ventures, associates, etc., as may be considered necessary for the business of the Company, it is proposed to enhance the existing limits and authorize the Board of Directors to make such investments or provide such loans, guarantees or securities for an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only).

The Board recommends passing of the Special Resolution as set out in the accompanying Notice for the approval of the Members.

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

**Item No.8:** The Board of Directors of the Company proposes to enhance the existing borrowing limits, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, as prescribed under Section 180(1)(c) of the Companies Act, 2013 ('the Act'), to meet the growing business requirements, expansion plans and working capital needs of the Company.

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors of a company cannot borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up share capital, free reserves and securities premium, without the consent of the shareholders of the Company by way of a special resolution.

Accordingly, the approval of the members is sought to authorize the Board of Directors (including any Committee thereof), to borrow money from time to time, for the purposes of the business of the Company, notwithstanding that the money so borrowed together with the monies already borrowed may exceed the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total outstanding amount of such borrowings shall not at any time exceed the overall limit as may be approved by the members and shall not exceed the sum of Rs.1,50,00,00,000 (Rupees One Hundred Fifty Crores only).

The Board recommends the resolution for the approval of the members as a **Special Resolution**.

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

**3.A** Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.



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), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-voting 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 AGM will be provided by CDSL.

6. The payment of dividend: For the financial year 2024-25 your directors have decided not to declare any dividend.

(a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as at the end of the day on September 01, 2025 (between the book closing period)

(b) To all those members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on August 08, 2025.

6. Shareholders are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company at its registered office or to the Company's Registrar and Share Transfer Agents ("RTA") viz. PURVA SHAREGISTRY (INDIA) PVT. LTD. situated at Shiv Shakti Ind. Estt. J. R. Boricha Marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai – 400 011, in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialized form. The particulars recorded with the DPs will be considered for making the payment of Dividend either by issuing physical instruments or through Electronic Clearing System ("ECS"). The Shareholders are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend. Where dividend payments are made through ECS, intimations regarding such remittances would be sent separately to the shareholders.

7. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable shareholders to hold and trade the securities in dematerialized/electronic form. In view of the numerous advantages offered by the depository system, members holding shares in the Company in physical form are requested to avail of the facility of dematerialization.

8. Shareholders desiring any information regarding the accounts are requested to write to the Company Secretary at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.

9. In accordance with the provisions of Section 123 of the Companies Act, 2013, the Company has transferred unclaimed dividends if any to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.

10. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc.

11. In terms of Sections 123 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the IEPF. Members, who have not encashed their final dividend warrants for any year or thereafter, are requested to write to the Company or the RTA.

Company's RTA/the Registrar of Companies as under:

Dividend for the financial year	Contact	Action by shareholder
If Any Year	PURVA SHAREGISTRY (INDIA) PVT. LTD. Shiv Shakti Ind. Estt., J .R. Boricha marg Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400011	Request letter on plain Paper.

- Share Transfer documents and all correspondence relating thereto, should be address to the Registrar & Share Transfer Agents ("RTA") of the company viz. PURVA SHAREGISTRY (INDIA) PVT. LTD. Shiv Shakti Ind. Estt., J .R. Boricha Marg Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011.
- Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
- The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
- The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offer several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
- To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- The Company has designated an exclusive e-mail ID called stratmontindustriesltd@gmail.com for redressal of shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at www.stratmontind.com
- For the convenience of the Members, an at Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready and replies will be provided at the meeting.
- Voting through electronic means:  
Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members can exercise their right to vote at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting facility made available by the Company through Central Depository Services Limited (CDSL) :

The instructions for e-voting are as under:

- The Instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 05,2025 at 9.a.m to September 07,2025 at 5 p.m. during this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, and record date is 08.08.2025 and the cut-off date of e-voting is September 01,2025 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) Now Enter your User ID

- ❖ For CDSL: 16 digits beneficiary ID,
- ❖ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- ❖ Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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 voting of any company, then your existing password is to be used.

(vii). If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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>Members who have not up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li></ul>
	<ul style="list-style-type: none"><li>In case the Folio number is less then 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said
	demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company
	Records for the said demat account or folio.
	<ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not</li></ul>
	recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 'STRATMONT INDUSTRIES LIMITED' on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians.

- Non – Individual shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of 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) which they wish to vote on.
- The List of accounts 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 Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- ❖ 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 September 01, 2025.
- ❖ Shravan A. Gupta, Company secretary in practice (CP.No.9990) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ❖ The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e- voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- ❖ The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with The Scrutinizer's Report shall be placed on the Company's website [www.stratmontind.com](http://www.stratmontind.com) and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.



10. Electronic copy of the Notice of the 41st Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the 41st Annual General Meeting of the Company.
12. The shareholders holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or its RTA and, in case of shares held in demat form, the nomination has to be lodged with their DP. For convenience, nomination form is attached at the end of the Annual Report  
  
Pursuant to Regulation 39(4)(c) of the SEBI(Listing Obligation and Disclosure Requirement) Regulation 2015, shares held physically and remaining unclaimed by shareholders due to insufficient/incorrect information or any other reason, have been transferred (in the demat mode) to one folio in name of 'Unclaimed Suspense Account' with one of the depository participants.
13. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for F.Y.2024-25 will also be available on the Company's website [www.stratmontind.com](http://www.stratmontind.com) The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email: [stratmontindustriesltd@gmail.com](mailto:stratmontindustriesltd@gmail.com)

**By The Order of The Board  
For Stratmont Industries Ltd**

**Sd/-  
Mr. Sudhanshu Kumar Mishra**

**Managing Director**

**Mumbai**

**August 13, 2025**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 04-08 (Special Business) of the accompanying Notice dated August 13, 2025**

**Item No.4:** The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Mrs. Saumya Varma (DIN: 11087724)** as an **Additional Director (Independent and Woman Director Category)** of the Company with effect from 7th May 2025, in accordance with the provisions of Section 149, 152 and 161(1) of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Section 161 of the Act, Mrs. Saumya Varma holds office as an Additional Director up to the date of the ensuing General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Saumya Varma for the office of Director.

Mrs. Saumya Varma has consented to act as a Director and has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (LODR) Regulations. In the opinion of the Board, she fulfils the conditions for her appointment as an Independent Director and is independent of the management.

Accordingly, the Board recommends the resolution for regularisation and appointment of Mrs. Saumya Varma as an **Independent Director**, not liable to retire by rotation, for a term of 5 consecutive years, to the shareholders for approval by way of an Ordinary Resolution

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mrs. Saumya Varma herself, is concerned or interested, financially or otherwise, in the said resolution.

**Item No.5:** Mr. Chinmay Kumar Guha (DIN: 07706047) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) and the applicable rules thereunder, for a term of 5 (five) consecutive years. His tenure will continue beyond the age of 70 years.

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), there is no restriction on continuation of a person as an Independent Director beyond 70 years of age. However, as a matter of good governance and in view of the valuable experience and continued contribution of Mr. Guha to the Board, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the continuation of Mr. Chinmay Kumar Guha as an Independent Director of the Company even after attaining the age of 70 years.

Mr. Guha is a seasoned professional with vast experience in Banking, Invest Banking e.g., finance, Investment strategic planning, corporate governance, etc. and the Board considers that his continued association would be of immense benefit to the Company.

In accordance with Regulation 17(1A) of the SEBI LODR Regulations, the continuation of a Non-Executive Director who has attained the age of 75 years requires the approval of shareholders by way of a Special Resolution. However, Mr. Guha is yet to attain the age of 75 years, and the proposed resolution is being placed for approval to ensure transparency and to comply with good corporate governance practices.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the members.

Mr. Chinmay Kumar Guha is interested in the resolution to the extent of his continuation as an Independent Director. None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

**Item No.6:** The term of office of Mr. Chinmay Kumar Guha (DIN: 07706047) as an Independent Director of the Company will expire on 26.06.2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29.05.2025, has considered and approved the re-appointment of Mr. Chinmay Kumar Guha as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, with effect from 27.06.2025 subject to the approval of shareholders.

Mr. Guha has provided a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he is a person of integrity, possesses relevant expertise and experience, and fulfils the conditions specified under the Act and the SEBI Listing Regulations for such re-appointment.

Brief profile of Mr. Chinmay Kumar Guha, including nature of his expertise, directorships in companies, committee memberships is provided in the Annexure to the Notice.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Chinmay

Kumar Guha, is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

**Item No.7:** The Board of Directors of the Company proposes to enhance the limits for making investments, giving loans, guarantees or providing securities under Section 186 of the Companies Act, 2013 ('the Act'), in order to support the Company's future growth plans, strategic investments, and business operations.

As per the provisions of Section 186(3) of the Act, a Company is required to obtain approval of the shareholders by way of a Special Resolution if the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to any person or body corporate, along with the investments, loans, guarantees or securities proposed to be made or given, exceeds sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Accordingly, in order to enable the Company to make further investments, provide loans, guarantees or securities to various persons or bodies corporate, including subsidiaries, joint ventures, associates, etc., as may be considered necessary for the business of the Company, it is proposed to enhance the existing limits and authorize the Board of Directors to make such investments or provide such loans, guarantees or securities for an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only).

The Board recommends passing of the Special Resolution as set out in the accompanying Notice for the approval of the Members.

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

**Item No.8:** The Board of Directors of the Company proposes to enhance the existing borrowing limits, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, as prescribed under Section 180(1)(c) of the Companies Act, 2013 ('the Act'), to meet the growing business requirements, expansion plans and working capital needs of the Company.

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors of a company cannot borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up share capital, free reserves and securities premium, without the consent of the shareholders of the Company by way of a special resolution.

Accordingly, the approval of the members is sought to authorize the Board of Directors (including any Committee thereof), to borrow money from time to time, for the purposes of the business of the Company, notwithstanding that the money so borrowed together with the monies already borrowed may exceed the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total outstanding amount of such borrowings shall not at any time exceed the overall limit as may be approved by the members and shall not exceed the **sum of Rs.1,50,00,00,000 (Rupees One Hundred Fifty Crores only).**

The Board recommends the resolution for the approval of the members as a **Special Resolution.**

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

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e- mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e - mail Id to the Company or to the PURVA SHAREGISTRY (INDIA)PRIVATE LIMITED, Registrar and Share Transfer Agent of the Company.

**By The Order of The Board  
For stratmont Industries Ltd**

**Sd/-  
Mr. Sudhanshu Kumar Mishra  
Managing Director**

**Mumbai**

**August 13, 2025**