

## NOTICE

**NOTICE** is hereby given that the 10th Annual General Meeting of the Members of M/s. Billwin Industries Limited will be held at its Registered Office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra, on Monday, 25<sup>th</sup> September, 2023 at 10.00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss, Statement of Cash Flow for the financial year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mr. Pritish Subrata Dey (DIN: 08235311), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors for the second term of five years and in this regard pass the following resolutions as Ordinary Resolutions:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (“Act”), M/s Gupta Agarwal & Associates (FRN NO. 329001E) be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of the 10th annual general meeting till the conclusion of the 15th annual general meeting of the Company.”

**“FURTHER RESOLVED THAT** approval be and is hereby accorded for payment of audit fees of Rs. 50,000/- plus reimbursement of out of pocket expenses and applicable taxes for the financial year 2023-24 and the Board of Directors be and is hereby authorized to fix and pay the statutory fee and other charges as may be deemed fit for the remaining tenure.”

### **Registered Office:**

Registered Office:  
79, Vishal Industrial Estate,  
Village Road, Bhandup West,  
Mumbai – 400 078,  
Maharashtra, India.

### **By Order of the Board of Directors**

For Billwin Industries Limited

Sd/-  
Subrata Dey  
Managing Director  
DIN: 06747042

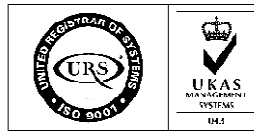
Place: Mumbai  
Date: 22-08-2023

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**BILLWIN INDUSTRIES LIMITED**

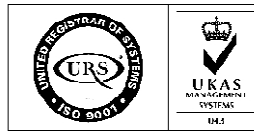
**79, Vishal Industrial Estate Village Road, Bhandup West Mumbai  
Mumbai City-400078**

**Email: [info@billwinindustries.com](mailto:info@billwinindustries.com)  
Website: [www.billwinindustries.com](http://www.billwinindustries.com)  
CIN: L18104MH2014PLC252842**



**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
2. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 3 set out above is enclosed along with the details under Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed/re-appointed at the Annual General Meeting is annexed hereto.
3. The Register of Member and Transfer Books will remain closed from Tuesday, the 19<sup>th</sup> day of September, 2023 to Monday, the 25<sup>th</sup> day of September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual General Meeting.
6. The notice is being sent all members, whose names appear on the Register of Members/List of beneficial owners.
7. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between **11.00 A.M to 2.00 P.M** upto the date of declaration of the results.
8. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
9. Members are requested to intimate change in their address immediately to M/s. Bigshare Services Pvt. Ltd. (Registrar & Share Transfer Agent) the Company's Registrar and Share Transfer Agents, at their office at E/2, Ansal Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072.



10. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1<sup>st</sup> April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
13. 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 18<sup>th</sup> September, 2023. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
14. Annual Report 2022-23 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2022-23 is also available on the Website of the Company viz <https://www.billwinindustries.com/annual-returns/>.
15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.

**Registered Office:**

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79, Vishal Industrial Estate,  
Village Road, Bhandup West,  
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Maharashtra, India.

**By Order of the Board of Directors**

For Billwin Industries Limited

Sd/-  
Subrata Dey  
Managing Director  
DIN: 06747042

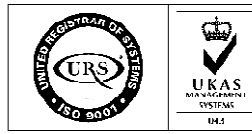
Place: Mumbai  
Date: 22-08-2023

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**BILLWIN INDUSTRIES LIMITED**

**79, Vishal Industrial Estate Village Road, Bhandup West Mumbai  
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## EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015

### ITEM NO. 3. APPOINTMENT OF STATUTORY AUDITORS

M/s. Gupta Agarwal & Associates, Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment for the second term, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 and other applicable rules and regulations. M/s. Gupta Agarwal & Associates have confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. The Audit Committee considered various parameters like capability of firm to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Gupta Agarwal & Associates, Chartered Accountants, having registration No. 329001E, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 10<sup>th</sup> AGM till the conclusion of the 15<sup>th</sup> AGM of the Company. The Board of Directors has approved a remuneration of Rs. 50000/- plus reimbursement of out-of-pocket expenses and applicable taxes for the financial year 2023-24. The remuneration proposed to be paid to the Statutory Auditors would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The firm holds the 'Peer Review' certificate as issued by 'ICAI'. The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

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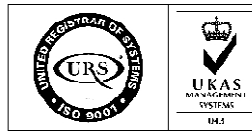
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**ANNEXURE TO ITEMS 2 OF THE NOTICE**

**Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting  
[in pursuance of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015]**

<b>Name of the Director</b>	Pritesh Subrata Dey
<b>DIN</b>	08235311
<b>Date of Birth</b>	25.03.1997
<b>Qualification</b>	B. Eng. Electrical & Electronics
<b>Date of appointment</b>	07.01.2019
<b>Nationality</b>	Indian
<b>Designation</b>	Non-Executive Director
<b>Expertise</b>	Expertise in Marketing, Financial, AI & ML having 3 years of experience.
<b>Present Status of Directorship in this Company</b>	Non-Executive Director
<b>Shares held in the Company</b>	4200
<b>Number of Board meeting attended during the year (Financial Year 2022-23)</b>	9 (Nine)
<b>Terms and Conditions of appointment/re- appointment</b>	Re-appointment
<b>Directorships held in other companies (excluding Foreign Companies)</b>	Nil
<b>Names of other listed entities in which the person also holds the directorship</b>	Nil
<b>Listed Entities from which he/she has resigned as Director in past 3 years</b>	Nil
<b>Particulars of Committee Chairmanship/ Membership held in Other Companies</b>	Nil
<b>Details of Remuneration sought to be paid</b>	Sitting fees for attending Board Meetings and Committee Meetings, if any, where he is a member.

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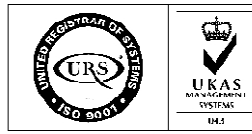
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**BILLWIN INDUSTRIES LIMITED**  
**CIN: L18104MH2014PLC252842**

**Regd. Office: 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,**

**10<sup>th</sup> Annual General Meeting**

**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the 10<sup>th</sup> Annual General Meeting of the Company being held on Monday, the 25<sup>th</sup> September, 2023 at 10.00 a.m. at the registered office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,.

Please (√) in the box

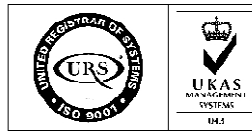
MEMBER

PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

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**Form No. MGT-11**

**PROXY FORM**

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

**CIN:** L18104MH2014PLC252842

**Name of the Company:** Billwin Industries Limited

**Registered Office:** 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,

<b>Name of the member(s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No. / Client Id:</b>	
<b>DP ID:</b>	

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

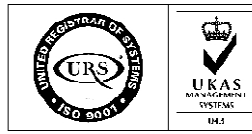
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 25<sup>th</sup> September, 2023 at 10.00 a.m. at the registered office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Item No.</b>	<b>Description of Resolutions:</b>
<b>Ordinary Business:</b>	
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2023, the Statement of Profit and Loss, Statement of Cash Flow for the financial year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon,

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2.	To appoint a Director in place of Mr. Prithish Subrata Dey (DIN: 08235311), who retires by rotation and being eligible, offers himself for re-appointment,
3.	To re-appoint M/s. Gupta Agarwal & Associates (FRN: 329001E) Statutory Auditors for the second term of five years;

Signed this ..... day of ..... 2023

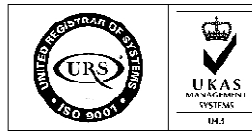
Signature of shareholder(s)

Signature of Proxy holder(s)

**Notes:**

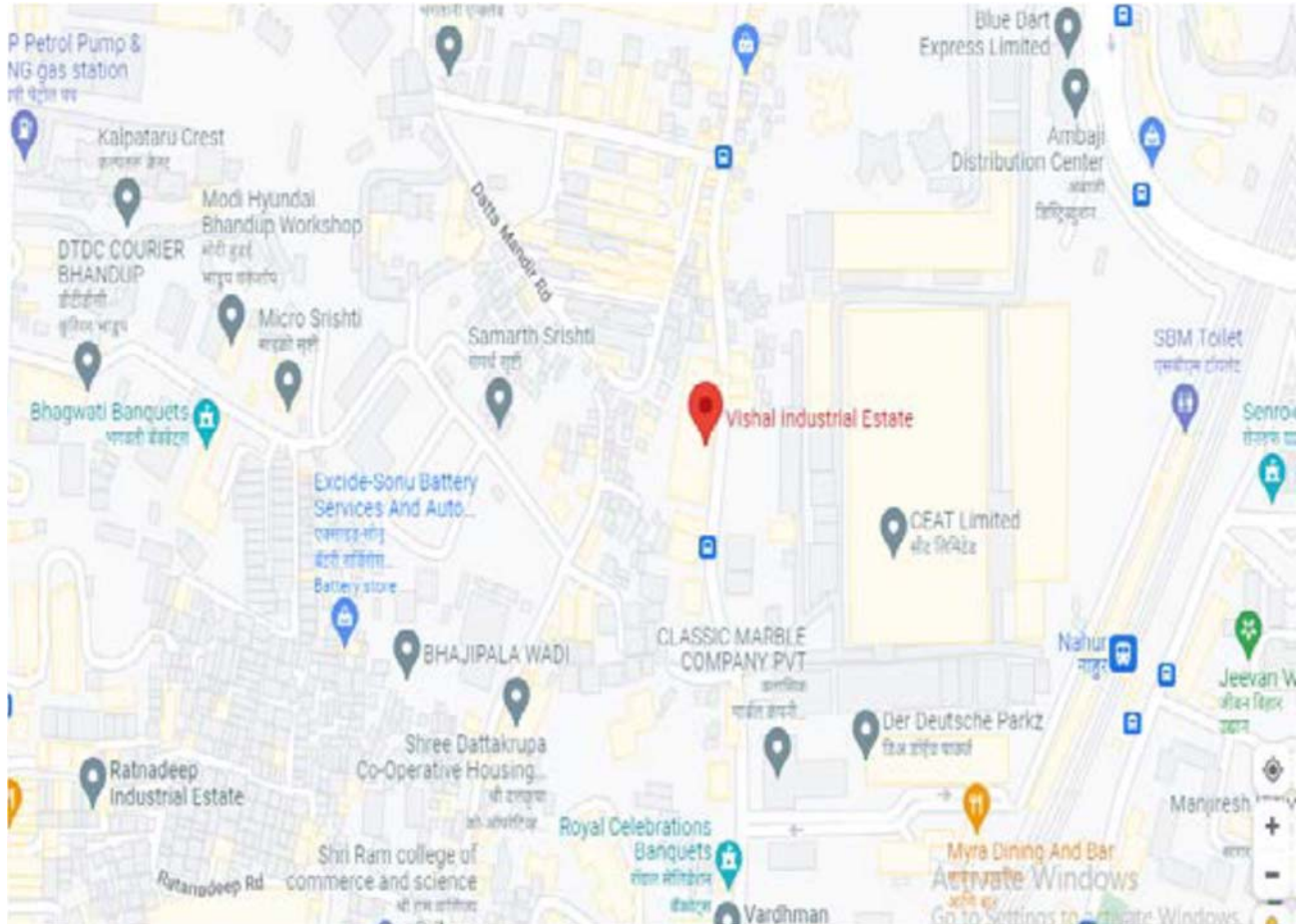
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory /signatories.





### ROUTE MAP

**79, Vishal Industrial Estate Village Road, Bhandup West Mumbai Mumbai City-400078 India**



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