



AD-MANUM FINANCE LIMITED

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of **AD-MANUM FINANCE LIMITED** (CIN: L52520MP1986PLC003405) will be held on **Monday, the 30th day of September, 2019** at Hotel Surya 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) at 11:30 AM to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements, containing the Audited Balance Sheet as at 31st March, 2019, Statement of changes in Equity, Profit and Loss and cash flow for the year ended 31st March, 2019 along with the Board's Report and Auditor's Report along with all their all annexure thereon.

2. SPECIAL BUSINESS:

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

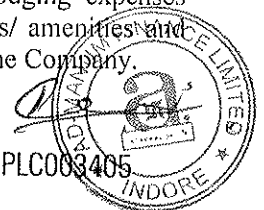
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of the nomination and remuneration committee, consent of the members of the Company be and is hereby accorded for appointment of **Mr. Dharmendra Agrawal (DIN: 08390936)** as a director who was appointed as an Additional Director by the Board w.e.f. 30th day of March, 2019 by the Board of Directors at their meeting held on 30th Day of March, 2019 and in respect of whom the Company has received a notice as per section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."

3. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and provisions of Articles of Association of the company, **Mr. Dharmendra Agrawal (DIN: 08390936)** was appointed as Whole-Time-Director and Chief Executive Officer (KMP) in the Board meeting held on 30th day of March, 2019 upon the recommended of the Nomination and Remuneration Committee of the Board pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereon of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for the Appointment of Mr. Dharmendra Agrawal (DIN- 08390936) as the Whole-Time-Director & Chief Executive Officer(KMP) for a period of from 30th March, 2019 to 31st March, 2020 on the remuneration upto consolidated amount not exceeding Rs. 1,25,000 P.M. as may be approved by the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Dharmendra Agrawal as "the Employer-Employee" and each party may terminate the above said appointment with Three months prior notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Dharmendra Agrawal, Whole-Time-Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the break up of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

4. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Articles of Association of the Company, **Ms. Priyanka Jha (DIN-07347415)** was appointed as Additional Director in the category of Independent Women Director at the Board meeting held on 30th day of March, 2019 of the Company. and pursuant to the provisions of sections 149 and 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 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and is hereby granted for the Appointment of Ms. Priyanka Jha (DIN- 07347415), in the category of Independent Women Director of the Company for a term of five (5) years w.e.f. 30th March, 2019 to 29th March, 2024.

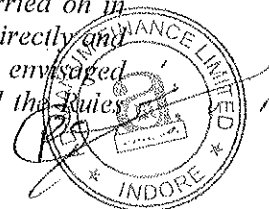
5. To consider, and if thought fir, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act 2013 along with the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, the consent of the Company be and is hereby accorded to give donation to Bona fide and Charitable and other funds in excess of five percent of its average net profit for three immediately preceding financial year subject to **maximum of Rs. 200 Lakhs** be and is hereby approved, on the terms and conditions as have been set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with a liberty to the Board to vary, alter and modify such amount of donation as may be agreed to by Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient in order to give effect to this Resolution.”

6. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** subject to the provisions of section 13(9) and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under and subject to the confirmation of the Registrar of Companies, consent of the shareholders of the Company be and is hereby accorded, to alter the Clause III(B) of the Memorandum of Association of Company by insertion of the new Clause 51.1 after the existing Clause III(B) 51 as under:
“51.1 Authority to the Company to merge, demerge, hive-off, amalgamate, takeover of the Company or with any other company vice versa to engage in any business(s) or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly and to enter into any scheme of arrangement, reconstruction, merger, amalgamation as envisaged under Chapter XV including section 230 to 240 of the Companies Act, 2013 and the Rules.”



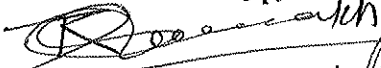
made there-under or any amendment, modification or re-enactment thereof for the time being in force subject to approval of SEBI/Stock Exchange/RBI/Central Government/Tribunal or any other Authority, if any as may be required.”

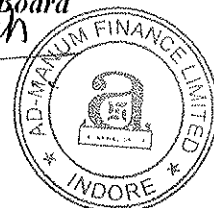
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient in order to give effect to this Resolution.”

Registered Office

“Agarwal House” Ground Floor
5, Yeshwant Colony
Indore-452003 (MP)
Date: 06/08/2019

For and on Behalf of the Board


(CS Mohd. Raees Sheikh)
AVP-Compliance Officer
FCS-6841

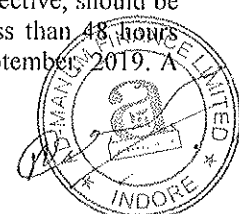


BRIEF PROFILE OF DIRECTORS PROPOSED FOR RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

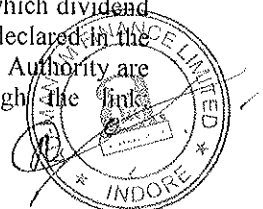
Name of Director	Mr. Dharmendra Agrawal	Ms. Priyanka Jha
Designation	Whole-Time-Director & CEO	Woman Director
Category	Executive	Independent & Non -Executive
Date of Birth	09/12/1970	18/10/1991
Date of Appointment	30/03/2019	30/03/2019
Qualification	B.Sc.(Mathematics)	M.B.A (Marketing)
No. of shares held	0	0
List of outside Directorship	N.A.	Available Finance Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Member of CSR Committee	Member of 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Grievance Committee 4. CSR Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	N.A.	Chairman of the following committees of Available Finance Ltd. 1) Audit committee 2) Nomination and Remuneration Committee 3) Stake holder Relationship committee
Disclosures of relationships between directors inter-se.	N.A.	N.A.

NOTES:

1. The Register of Members and Share Transfer Books will remain closed from **Tuesday, 24th day of September, 2019 to Monday, 30th day of September, 2019** [both days inclusive] for the purpose of 33rd Annual General Meeting [the meeting].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part of the Board's Report.
3. Members seeking any information are requested to write to the Company by email at cs@admanumfinance.com, complianceofficer@admanumfinance.com, at least 7 days before the date of the Annual General Meeting to enable the management to reply appropriately at the Annual General Meeting.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIESTO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THECOMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in 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 ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. 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 i.e. by 11.30 AM. On Saturday 28th day of September, 2019. A



- Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
5. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Act are requested to send the Company a certified copy of Board Resolution/ Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
 6. Members holding shares in Demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
 7. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.admanumfinance.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. 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 id complianceofficer@admanumfinance.com.
 9. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act 2013 and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing remote e-Voting facility as an alternative mode for voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-Voting. The detailed process, instructions and manner for availing remote e-Voting facility is annexed to the Notice.
 10. **CS Ishan Jain**, Practicing Company Secretary [Membership No. FCS: 9978, C.P. 13032] has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
 11. Members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 12. As per SEBI Circular dated 20th April, 2018 the shareholders having shares of the company in the physical form is required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent First letters to all the shareholders by the Registered Post and further two letters will also be sent by the Ordinary Post for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them.
 13. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
 14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 28th September, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.admanumfinance.com/UDHReport.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 15. (1) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 27, 2018. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as for the dividend declared in the 2011-12 on the due date of transfer. Details of shares transferred/unpaid dividend to the IEPF Authority are available on the website of the Company and the same can be accessed through the link



<http://www.admanumfinance.com/UDHReport.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(2) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concern members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.htm> or contact Ankit Consultancy Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.

16. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2019 and due date for transfer thereafter the same to IEPF are as under:

F.Y. ended	Declaration Date	Due Date	Amount remains unpaid/unclaimed as at 31.03.2019.
31 st March, 2012	29/09/2012	05/11/2019	206191.00
31 st March, 2013	28/09/2013	04/11/2020	139490.44
31 st March, 2014	25/09/2014	01/11/2021	207210.61
31 st March, 2015	30/09/2015	06/11/2022	168102.09

17. Members can opt for only one mode of voting i.e. either by remote e-Voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
18. The remote e-Voting period commences on **Friday 27th day of September, 2019 [9:00 a.m.] and ends on Sunday 29th day of September, 2019 [5:00 p.m.]**. During this period, Members holding shares either in physical form or Demat form, as on **Monday, the 23rd September, 2019 i.e. cut-off date**, may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
19. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-Voting and poll process at the venue of the meeting.
20. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if members are already registered with CDSL for remote e-Voting, can use their existing User ID and password for casting your vote.
21. The Scrutinizer shall, after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman, who shall countersign the same.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.admanumfinance.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

REQUEST TO THE MEMBERS:

- Intimate changes, if any, in their registered addresses immediately.
- Quote their ledger folio number in all their correspondence.
- Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- Bring their Annual Report and Attendance Slips with them at the AGM venue.
- Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
- Members holding shares in physical mode:
 - are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Ankit, if not registered with the Company as mandated by SEBI.
 - are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website.
 - are requested to register / update their e-mail address with the Company / Ankit for receiving all communications from the Company electronically.

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

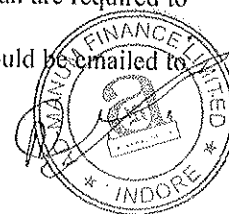


1. The voting period begins on Friday, 27th day of September, 2019 [9:00 a.m.] and ends on Sunday 29th day of September, 2019 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, the 23rd September, 2019, being the Cut-Off date may cast their votes electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the remote e-Voting website www.evotingindia.com
4. Click on Shareholders/Member.
5. 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.
 - Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user then 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 the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. E.g. If your name is Ramesh kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).

Note: Please keep the sequence number in safe custody for future remote e-Voting.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach 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 remote 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.
10. For Members holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
11. Click on the EVSN of ADMANUM FINANCE LIMITED on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONSFILELINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-voting app can be downloaded from Google Play Store. Apple and Windows phone user scan download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
20. In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.2 & 3:

Mr. Dharmendra Agrawal (DIN 08390936) is B.Sc (mathematics) and was appointed as an additional director in the Board meeting held on 30th March 2019 and further appointed as Whole-Time-Director & CEO of the Company, Subject to approval of the same in the ensuing Annual General meeting. He is having through knowledge and experience in the field of information technology, finance, accounts etc. and is acquainted with through knowledge of business activities of the Company. His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board has appointed him for a further period from 30th March, 2019 to 31st March 2020.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.3 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary Ordinary Resolution as set out in Item No.2 and 3 of the notice.

Mr. Dharmendra Agrawal, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be drawn by him. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Dharmendra Agrawal do not hold any share in the Company.

ITEM NO.4:

Ms. Priyanka Jha (DIN-07347415) is an M.B.A (Marketing) and having requisite years of experience in the field of finance and Marketing.

The Board of Directors at their meeting held on 30th March 2019 has appointed Ms. Priyanka Jha (DIN-07347415) as the Additional Director in the category of Independent Women Directors of the Company, Subject to approval of members in the ensuing Annual General meeting for a term of 5 (Five) consecutive years w.e.f. 30th March, 2019 to 29th March, 2024.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers her background and experience would be beneficial to the Company and it is desirable to avail her services as an Independent Women Director. Accordingly, it is proposed to appoint Ms. Priyanka Jha (DIN-07347415) as the Independent Women Directors of the Company, who is not liable to retire by rotation, for a first term of 5 (five) consecutive years on the Board of the Company. Ms. Priyanka Jha (DIN-07347415) is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Women Director.

The Company has also received declaration from Ms. Priyanka Jha (DIN-07347415) that She meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

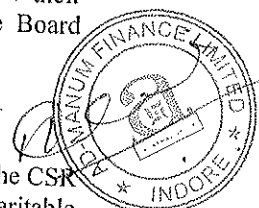
Ms. Priyanka Jha (DIN-07347415) may be deemed to be interested in the respective resolutions set out at Item No. 4 to the extent of fee as may be drawn by her.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the "Ordinary Resolution" set out at Item No. 4 of the Notice for approval by the members.

Ms. Priyanka Jha do not hold any share in the Company.

ITEM NO. 5:

The Company carry on the charitable activities voluntarily in addition to the mandatory requirement for the CSR as required under section 135 of the Companies Act, 2013, in order to contribute the funds for the charitable purposes the Company may needs to give donation to trusts or agencies exceeding the limit specified as per Section 181 of the Companies Act, 2013. The Board at its meeting approved to give donation to Bona fide,



Charitable and other Funds in Excess of five per cent of its average net profit for three immediately preceding financial year be but subject to the **maximum of Rs. 200.00 Lakhs** and is hereby approved, subject to the prior approval of shareholders in this Annual General Meeting.

For the purpose of calculating the amount of donation to be given to Bona fide, Charitable and other Funds, the calculation is done as per the provisions of section 181 of the Companies Act, 2013 and other applicable provisions if any, wherever applicable.

Notwithstanding anything specified herein above, where in any financial year if the amount of Donation given to any Bona fide, Charitable and other Funds exceeds the specified limit so it can be done subject to the prior approval of shareholders obtained by passing a Resolution in the Annual General Meeting of the company.

None of the Directors is concerned or interested in this resolution, however Shri Vinod Kumar Agarwal, Director and Chairman of the Company and his relatives may be deemed to be concerned or interested otherwise to the extent the donation if any may be made to such trust, etc, where he or his relatives may be trustee or otherwise.

You are requested to consider and pass with or without modification the resolution as a **“Ordinary Resolution”**.

ITEM NO. 6:

The Board of Directors at their meeting held on 6th Aug., 2019 has considered that the Object Clause of the Company's Memorandum of Association is not having clauses relating to the powers of the Company relating to the merger and amalgamation, etc. Therefore, it has been decided to make suitable alteration in the Object Clause III(B) for the Object Incidental or Ancillary by way of insertion of new the Clause III(B) 51.1 after the existing Clause III(B) 51 of the Memorandum of Association to have authority for Compromise, Arrangement, Amalgamate with other companies or body corporates and to make alteration in the Object Clause III(B) as the Object Incidental or Ancillary by way of insertion of another new Clause III(B) 51.1.

As per section 13(9) alteration in object clauses is required to be approved by the shareholders by way of passing special resolution. The proposed resolution as set out in Item No. 6 is required to be passed as Special Resolution.

As per section 110 of the Companies Act, the Object Clause in the Memorandum can be altered by way of approval of the Members through the Postal Ballot Process. However, the Company is providing remote e-voting facility at the ensuing Annual General Meeting, therefore as per Notification No. S.O. 630(E) dated 9th Feb., 2018, the Board of directors of the company seek approval of the members by way of the remote e-voting at the annual general meeting.

The draft copy of the altered Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours. The Board recommends the adoption of the resolutions by way of **Special Resolution**.

None of the Directors or their relatives is concerned or interested financial or otherwise in the resolution.

Registered Office

“Agarwal House” Ground Floor

5, Yeshwant Colony

Indore-452003 (MP)

Date: 06/08/2019

For and on Behalf of the Board


(CS Mohd. Raees Sheikh)
AVP-Compliance Officer
FCS-6841

