

**NOTICE**

**Notice** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, 18<sup>th</sup> September, 2019 at 10:00 AM at 21-A, 4<sup>th</sup> Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi- 110009 to transact the following business:

**Ordinary Business:**

**Item no.1: Adoption of Financial Statements**

To receive, consider and adopt the audited financial statements for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors and Auditors thereon.

**Item no. 2: Appointment of Director**

To appoint a Director in place of Mr. Sanhit Jain (DIN: 05338933), who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business:**

**Item no. 3: Re-Appointment of Mr. Ravindra Kumar Jain (DIN: 01147941) as an Independent Director**

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

**Resolved that** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Ravindra Kumar Jain (DIN: 01147941), Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby Re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 17<sup>th</sup> September, 2024 (not liable to retire by rotation).

**Resolved Further that** Mr. Sanhit Jain, Mr. Nitin Jain and Mr Narendra Nath Jain Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

**Item no.4: Resolution for approval under section 186 of Companies Act, 2013**

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

**Resolved That** in terms of the provisions of Section 186 of the Companies Act, 2013 and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, approval of members of the Company be and is hereby taken to authorize the Board of Directors of the Company to invest/acquire

from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits in excess of and in addition to the investments already made and shall not at any time exceed Rs. 100 Crores"

**"Resolved Further That** for the purpose of giving effect to this resolution, Mr. Sanhit Jain, Mr. Nitin Jain and Mr Narendra Nath Jain Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed expedient and necessary and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the powers to the Director and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

**Item no.5: Resolution for appointment of Mr. Narender Nath Jain (DIN: 00227948) as Chairman cum Whole Time Director of the Company**

**To consider and, if thought fit, to pass the following resolution as Special Resolution:**

**"Resolved that** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby taken to appoint Mr. Narender Nath Jain (DIN: 00227948) as Chairman cum Whole Time Director of the Company, for a period of 5 (Five) years with effect from 18<sup>th</sup> September, 2019 at a remuneration not exceeding Rs 50,000 (Rupees-Fifty Thousand) per month, whether paid as salary, allowance(s), perquisites or a combination thereof: Provided that the remuneration payable to Mr. Narender Nath Jain as Chairman cum Whole Time Director of the Company in respective financial year(s), calculated in terms of section 198 of the Companies Act, 2013.

**"Resolved further that** payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

**"Resolved further that** the Board of Directors of the Company be and is hereby authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above."

**"Resolved further that** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."