

NOTICE

NOTICE is hereby given that the **32nd** Annual General Meeting of the members of **ADVIK CAPITAL LIMITED (FORMERLY KNOWN AS ADVIK INDUSTRIES LIMITED)** will be held on Tuesday the 26th day of September, 2017 at Registered office of the Company at Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal Dora, Kanjhawla, Delhi-110081 at 12:00 Noon to consider and transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereupon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolutions:**
 - (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”
 - (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”
2. To appoint Mrs. Manju Agarwal, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Manju Agarwal (DIN: 00531344), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, **M/s Garg Anil & Co.**, Chartered Accountants, be and is hereby ratified as the Statutory Auditor of the Company for the Financial Year 2017-2018, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held for the financial year 2017-2018 and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration.”

SPECIAL BUSINESS:

4. TO RE-APPOINT MR. VIRENDER KUMAR AGARWAL (DIN: 00531255) AS MANAGING DIRECTOR OF THE COMPANY

To re-appoint Mr. Virender Kumar Agarwal (DIN: 00531255) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and 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(s) thereof, for the time being force), approval of the members be and is hereby accorded to re-appoint Mr. Virender Kumar Agarwal (Din: 00531255) as a Managing Director, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 26th September, 2017 to 25th September, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

5. TO APPOINT MR. VINEET GUPTA (DIN: 07714972) AS INDEPENDENT DIRECTOR OF THE COMPANY

To appoint Mr. Vineet Gupta (DIN: 07714972) as Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Vineet Gupta who was appointed as Non Executive Additional Independent Director by the Board of Directors of the Company w.e.f. 10th February, 2017 and who holds office up to the date of this Annual General Meeting and not liable to retire by rotation, due to casual vacancy caused by the resignation of Ms. Nikita Bansal, Independent Director of the Company w.e.f. 10th February, 2017, be and is hereby appointed as Non Executive Independent Director to hold office as such for a period of 5 (five) consecutive years, with effect from 26th September, 2017 to 25th September, 2022 and he shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing and required sum of Deposit from Mr. Vineet Gupta proposing his candidature for the office of Independent Director.

RESOLVED FURTHER THAT Board of Director and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

6. SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF 10/- EACH INTO 10 (TEN) EQUITY SHARES OF 1/- EACH

To sub-divide the shares of the Company into shares of smaller amount and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority (ies) including Registrar of Companies and BSE Limited (“stock exchange” where the equity shares of the Company are listed), each equity shares of the Company having a face value of Rs. 10/- each fully paid-up be sub-divided into 10 (ten) equity shares of the face value of Rs. 1/- each fully paid-up.

FURTHER RESOLVED THAT that on sub-division, 10 (ten) equity shares of face value of Rs. 1/- each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10/- each subject to the terms of Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid Equity shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared, if any, after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and the Company may, without requiring the surrender of existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of the Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

7. ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To alter the Memorandum of Association of the Company and in this regard to consider and if thought fit to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) as may be required, Clause V of the Memorandum of Association of the Company be and is hereby altered by substituted by the following clause:

CLAUSE V:

“The Authorised Share Capital of the Company is Rs. 4,58,73,600/- (Rupees Four Crore Fifty Eight Lacs Seventy Three Thousand Six Hundred Only) divided into 4,58,73,600 (Four Crore Fifty Eight Lacs Seventy Three Thousand Six Hundred) Equity shares of Rs. 1/- (Rupees One) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Company Secretary, to give effect to the aforesaid resolution.”

8. RE-APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2017-2018

To re-appoint M/s A. K. Verma & Co., Company Secretaries, New Delhi as Secretarial Auditor of the Company for the financial year 2017-2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Other applicable provisions of the Act and pursuant to relevant provisions of Article of Association of the Company, consent of the members be and is hereby accorded to re-appoint M/s A. K. Verma & Co., Company Secretaries, New Delhi as Secretarial Auditor of the Company for Financial Year 2017-2018.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to sign, file all forms, documents, papers etc. with the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and to do all such acts deeds, and things which may be necessary in this behalf.”

By the order of the Board

**ADVIK CAPITAL LIMITED
(formerly known as Advik Industries Limited)**

**Virender Kumar Agarwal
Managing Director/Chairman
Din: 00531255**

**Date: 11/08/2017
Place: New Delhi**

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. from 4 to 8 of the Notice set out above is annexed herewith.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Proxy form in MGT-11 duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or 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 at the Registration Counter at the AGM.
6. The Register of Members and Share Transfer Books shall remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).

7. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
8. Members are requested to notify the company their change of address, if any, to Registered office of the Company.
9. Members are requested to bring their attendance slip and copy of the Annual Report with them at the Annual General Meeting.
10. All correspondence relating to shares may be addressed to the registered office of the company.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. 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.
14. Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.
15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18.
16. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.

17. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.

18. Voting Through Electronic Means:

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

b) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

d) The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

f) The Board of Directors of the Company has appointed Mr. Ashok Kumar Verma, a Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

g) The cut-off date for the purpose of voting (including remote e-voting) is 19th September, 2017.

h) Remote e-voting facility will be available during the following period:

| | |
|---------------------------------|---|
| Commencement of remote e-voting | Saturday, 23 rd September, 2017, 9:00 a.m. |
| End of remote e-voting | Monday, 25 th September, 2017, 5:00 p.m. |

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

i) The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.advikgroup.com/ail**. The results shall simultaneously be communicated to the Stock Exchanges.

The instructions for e-voting are as under:

- i.** The voting period begins on 23rd September 2017, 09:00 A.M and ends on 25th September 2017, 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii.** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii.** The shareholders should log on to the e-voting website www.evotingindia.com.
- iv.** Click on Shareholder – Login
- v.** Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- vi.** Next enter the Image Verification as displayed and Click on Login.
- vii.** 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.
- viii.** If you are a first time user follow the steps given below:
- ix.**

| | |
|--|--|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant 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 characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- x.** After entering these details appropriately, click on "SUBMIT" tab.
- xi.** 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 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.

- xii.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii.** Click on the EVEN along with “Advik Capital Limited” from the drop down menu and click “SUBMIT”
- xiv.** 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.
- xv.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi.** 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.
- xvii.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xix.** If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx.** Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 they have to create 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.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to fcsvermaashok@gmail.com with copy marked to helpdesk.evoting@cdslindia.com .

xxi. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

xxii. The Results shall be declared on or before 28th September, 2017. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.advikgroup.com/ail and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the **BSE Limited (STOCK EXCHANGE)**.

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

Item No. 4

The shareholders of the Company at the 29th Annual General Meeting of the Company held on 27th September, 2014 approved the appointment of Mr. Virender Kumar Agarwal as Managing Director of the Company for a period of 3 years effective from the date of 27.09.2014 through passing a special resolution under the relevant provisions of the Companies Act 2013.

The said term of Mr. Virender Kumar Agarwal is being completed at this Annual General Meeting of the Company and the Board of Directors of the Company has recommended the re-appointment of Mr. Virender Kumar Agarwal as Managing Director of the Company for a period of five (5) years w.e.f 26.09.2017 upto 25.09.2022 subject to consent by the Members of the Company at the this Annual General Meeting ("AGM").

The terms and conditions for his re-appointment shall be:

- a) **Term of appointment:** - Five years with effect 26th September, 2017.
- b) **Salary:** Rs. 1,00,000/- (Rupees One Lakh only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- c) **Perquisites:**
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by him and his family subject to maximum of one month salary.
 3. Club Fees.
 4. **Provision for use of car with driver for official business-** personal use of the car will be billed to him.
 5. Payment / Reimbursement of Telephone including mobile expenses.
 6. Medical & personal accident insurance.
 6. Medical & personal accident insurance.
- d) The Company will provide Rent Free Accommodation to the Managing Director of the Company.
- e) The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- f) Gratuity will be payable as per Rules of the Company.

g) Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

In respect of Resolution 4, except Mr. Virender Kumar Agarwal (the appointee), Mr. Shakul Kumar Agarwal and Mrs. Manju Agarwal, being relative of the appointee, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in these Resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board/Shareholder's Resolution.
2. Notice of the AGM with Explanatory.
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2017 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as **Special Resolution.**

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Vineet Gupta as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Vineet Gupta holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from Mr. Vineet Gupta signifying his candidature as a Director of the Company. The Company has also received a declaration from Mr. Vineet Gupta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Vineet Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Vineet Gupta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Vineet Gupta is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Vineet Gupta and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.

Brief resume of Mr. Vineet Gupta are as under:

| | |
|---|----------------------|
| Nature of their expertise in specific functional areas | Financial Activities |
| Names of companies in which they hold directorships & memberships / chairmanships of Board Committees | N.A |
| Shareholding in the Company | Nil |
| Relationships with Directors, Manager and KMP | Not Related |
| Age | 42 |
| Qualification | Graduate |
| Experience | 2 years |

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board/Shareholder's Resolution.
2. Notice of the AGM with Explanatory.
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2017 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The board of directors of company recommends passing of the resolution as **Ordinary Resolution.**

Item No. 6 & 7

The Equity Shares of the Company are listed and actively traded on the Bombay Stock Exchange. With a view to encourage the participation of small investors and for speedy liquidity, the Board of Directors of the Company at its Meeting held on August 11, 2017 considered and approved the sub-division of one Equity share of the Company having a face value of Rs. 10/- each into Ten Equity Shares of face value of Rs. 1/- each subject to the approval of Members and any other statutory and regulatory approvals as applicable. The Record date for the aforesaid sub-division of the equity shares will be fixed after the approval of the Members by way of Special Resolution is obtained.

Presently, the Authorized Share Capital of the Company is:

Rs. 4,58,73,600/- (Rupees Four Crore Fifty Eight Lacs Seventy Three Thousand Six Hundred Only) divided into 4587360 (Forty Five Lakhs Eighty Seven Thousand Three Hundred Sixty) Equity shares of Rs. 10/- (Rupees Ten) each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Resolution 7 of the Notice to reflect the change in face value of each Equity shares from Rs. 10/- each to Rs. 1/- each.

Clause V of the Memorandum of Association of the Company be and is hereby altered by substituted by the following clause:

CLAUSE V:

“The Authorised Share Capital of the Company is Rs. 4,58,73,600/- (Rupees Four Crore Fifty Eight Lacs Seventy Three Thousand Six Hundred Only) divided into 4,58,73,600 (Four Crore Fifty Eight Lacs Seventy Three Thousand Six Hundred) Equity shares of Rs. 1/- (Rupees One) each.”

None of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in these Resolutions except to the extent of their shareholding in the Company, if any.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board/Shareholder's Resolution.
2. Notice of the AGM with Explanatory.
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2017 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the resolutions as set out in item no. 6 and 7 of the accompanying notice for the approval of the members of the Company as **Special Resolution.**

Item No. 8

As per the provisions of Section 204 of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company being Listed Company shall be subject to Secretarial Audit from Practicing Company Secretary. The Board hereby recommends to re-appoint M/s A.K.Verma & Co., Company Secretaries, having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2017-2018.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board/Shareholder's Resolution.
2. Notice of the AGM with Explanatory.
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2017 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the resolutions as set out in item no. 8 of the accompanying notice for the approval of the members of the Company as **Ordinary Resolution.**

**Details of Directors seeking appointment /re-appointment at the
forthcoming Annual General Meeting dated 26/09/2017
(In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure
Requirements) Regulations, 2015)**

| | | | |
|--|---|----------------------|---|
| Name of Director | Mrs. Manju Agarwal | Mr. Vineet Gupta | Mr. Virender Kumar Agarwal |
| Din | 00531344 | 07714972 | 00531255 |
| Date of Birth | 28/01/1967 | 28/09/1974 | 25/03/1961 |
| Date of Appointment | 07/08/2011 | 10/02/2017 | 14/01/2010 |
| Qualification | Graduate | Graduate | Graduate |
| Expertise in specific functional area | Administrative | Financial Activities | Accounts and Finance, Capital Market |
| List of Public/Private Companies in which outside Directorship held (including Foreign Companies) | NIL | NIL | 2 |
| Disclosure of relationship between directors inter-se | Mrs. Manju Agarwal is spouse of Mr. Virender Kumar Agarwal and Mother of Mr. Shakul Kumar Agarwal | N.A | Mr. Virender Kumar Agarwal is a spouse of Mrs. Manju Agarwal and Father of Mr. Shakul Kumar Agarwal |
| Shareholding in the Company | 143400 | NIL | 1522460 |