

## NOTICE

**NOTICE** is hereby given that **the 24<sup>th</sup> Annual General Meeting** of the members of **DJS STOCK AND SHARES LIMITED** will be held on Saturday, 29<sup>th</sup> September, 2018 at 9.00 a.m. at Shop No. 2, First Floor, Building No. 45-47, Pavalam Street, Big Bazaar, Coimabtoore – 641 001 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 including the audited Balance Sheet, statement of Profit & Loss Account and the Cash Flow statement for the year ended as on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vinesh Pandya (holding DIN 07337061) who retires by rotation and being eligible offers him-self for re-appointment.

### SPECIAL BUSINESS:

3. Appointment of Ms. Shweta Bharadwaja (holding DIN 08114392) as a Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Ms. Shweta Bharadwaja, (holding DIN 08114392), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 26<sup>th</sup> April, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of her appointment as Additional Director i.e. 26<sup>th</sup> April, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 25<sup>th</sup> April, 2023, whichever is earlier.”

4. Appointment of Mr. Hitesh Shah (holding DIN 06770329) as a Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Hitesh Shah, (holding DIN 06770329), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28<sup>th</sup> June, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as Additional Director i.e. 28<sup>th</sup> June, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 27<sup>th</sup> June, 2023, whichever is earlier.”

5. Appointment of Mr. Govind Chavan Sidda (holding DIN 01608768) as a Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Govind Chavan Sidda (holding DIN 01608768), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 28<sup>th</sup> June, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of his appointment as Additional Director i.e. 28<sup>th</sup> June, 2018 up to the conclusion of Annual General Meeting (AGM) to be held for the F.Y. 2022-23 or 27<sup>th</sup> June, 2023, whichever is earlier.”

6. Appointment of Mr. Anish Kumar Sawarnya (holding DIN 08154578) as a Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company Mr. Anish Kumar Sawarnya (holding DIN 08154578), who was appointed as an Additional Director of the Company by the Board of Directors as its meeting held on 18<sup>th</sup> June, 2018 and whose term of office expires at this Annual General Meeting and who had offered himself for appointment as Director and in respect of whom written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Anish Kumar Sawarnya as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to the appointment of Mr. Anish Kumar Sawarnya (holding DIN 08154578) as an Executive Director of the Company for a period of 3 years w.e.f. 28-06-2018 without any remuneration with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Anish Kumar Sawarnya.”

7. Shifting of Registered Office of the Company from State of Tamil Nadu to State of Maharashtra

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “State of Tamil Nadu” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

‘II. The registered office of the Company will be situated in the State of Maharashtra.’

**RESOLVED FURTHER THAT** upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company be

shifted from the State of Tamil Nadu to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or the Secretary of the Company, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

8. Amendment of Title of Incidental Object Clause of the Memorandum of Association

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), title of Clause III (B) of the objects incidental or ancillary to the attainment of the above main objects be and is hereby substituted with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

9. Deletion of Other Object Clause of the Memorandum of Association

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the Other Object Clause be and is hereby altered by deleting the Clause III (C) including sub-clauses 1 – 17 of the Memorandum of Association of the Company.”

10. Amendment of Liability Clause of the Memorandum of Association

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with

relevant rules applicable (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Clause IV of the Memorandum of Association of the Company be and is hereby altered by replacing the existing Clause IV with the following Clause IV:

Clause IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

11. Adoption of New Set of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the draft set of Articles of Association of the Company be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.”

**Registered Office:**

Shop No. 2, First Floor,  
Building No. 45-47,  
Pavalam Street, Big Bazaar,  
Coimbatore – 641 001.

**For and on behalf of the Board**

**Anish Sawarnya**  
**DIN: 08154578**  
**Chairman**

**Dated: 03-09-2018**

**NOTE:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. The proxy need not to be a member of the company.
2. Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
4. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed / re-appointed at the Annual General Meeting is given in the Annexure to the notice.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from September 26, 2018 to September 29, 2018 (both days inclusive).

6. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting.
7. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
8. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Ltd.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH 13 duly filled in to M/s. Purva Sharegistry (India) Private Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company/M/s. Purva Sharegistry (India) Private Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
13. Electronic copy of the Notice of the 24<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email

address, physical copies of the Notice of the 24<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
15. Members may please note that the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website [www.djsstocks.com](http://www.djsstocks.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [www.djsstocks.com](mailto:www.djsstocks.com).

#### **16. Voting through electronic means**

- (a) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
- (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
- (c) The facility for voting through ballot papers shall be made available at the AGM 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 ballot papers.
- (d) 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.
- (e) The voting period begins on <September 26, 2018 (9.00 a.m.)> and ends on <September 28, 2018 (5.00 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 (record date) of <September 22, 2018>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) 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 i.e. September 22, 2018.

- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 22, 2018 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) M/s. Anjana Sharma & Associates, Practicing Company Secretaries, Thane, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (i) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. September 22, 2018 may obtain User Id and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the member is already registered with NSDL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at toll free no.:1800-222-990.

**(j) The instructions of e-voting are as under:**

**Step 1: Log-in to NSDL e-voting website**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares	16 Digit Beneficiary ID



in demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co](mailto:evoting@nsdl.co). in mentioning your demat account number/folio number, your PAN No., your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Casting your Vote electronically:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanjanasharma@gmail.com](mailto:csanjanasharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [\*\*evoting@nsdl.co.in\*\*](mailto:evoting@nsdl.co.in)

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Item No. 3:**

The Board of Director at their meeting held on 26<sup>th</sup> April, 2018 appointed Ms. Shweta Bharadwaja as an Additional Director of the Company. Ms. Shweta Bharadwaja holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Ms. Shweta Bharadwaja for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Ms. Shweta Bharadwaja has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets criteria of independence as provided in Section 149(6) of the Companies, Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 3 to be passed by the members as an ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

**Item No. 4:**

The Board of Director at their meeting held on 28<sup>th</sup> June, 2018 appointed Mr. Hitesh Ugarchand Shah as an Additional Director of the Company. Mr. Hitesh Ugarchand Shah holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Hitesh Ugarchand Shah for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Hitesh Ugarchand Shah has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies, Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 4 to be passed by the members as an ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**Item No. 5:**

The Board of Director at their meeting held on 28<sup>th</sup> June, 2018 appointed Mr. Govind Chavan Sidda as an Additional Director of the Company. Mr. Govind Chavan Sidda holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Govind Chavan Sidda for the office of Director not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Govind Chavan Sidda has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies, Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 5 to be passed by the members as an ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**Item No. 6:**

The Board of Director at their meeting held on 28<sup>th</sup> June, 2018 appointed Mr. Anish Kumar Sawarnya as an Additional Director of the Company. Mr. Anish Kumar Sawarnya holds office upto the date of forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Anish Kumar Sawarnya for the office of Director liable to retire by rotation.

Further, the Board also appointed, subject to the approval of members, Mr. Anish Kumar Sawarnya as Director of the Company for a period of three years with effect from June 28, 2018.

Mr. Anish Kumar Sawarnya, aged about 37 years is having more than 10 years of experience in the capital market and his association with the Board will be of immense value to the overall progress of the Company.

The Board recommends the resolution at Item No. 6 to be passed by the members as an ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

**Item No. 7:**

Presently, the Company's Registered Office is located at State of Tamil Nadu. However, to have effective and smooth conduct of the Company's operations, the Board of Directors of the Company vide their authorization dated 03<sup>rd</sup> September, 2018, approved the shifting of registered office of the Company to its Corporate Office, situated at Office No ½ Casablanca A Wing, Old Ravi Raj Complex, Jesal Park, Bhayander (e), Thane – 401105 or any other place in the State of Maharashtra as may be determined by the Board of Directors of the Company and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 7 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website for perusal by the Members. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 11.00 A.M. to 2.00 P.M. up to the date of AGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 7 of the Notice.

**Item No. 8:**

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of incidental or ancillary to the attainment of the main objects of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The title – “The Objects incidental or ancillary to the attainment of the above main objects are” be and are hereby proposed to be replaced with the title “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”

The Board recommends the resolution at Item No. 8 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

**Item No. 9:**

In order to comply with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Therefore Clause III (C) including sub-clauses 1 - 17 of the Memorandum of Association is proposed to be deleted.

The Board recommends the resolution at Item No. 9 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

**Item No. 10:**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 10 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

**Item No. 11:**

The Existing regulations 1 to 184 of the Articles of Association are replaced by the new set of Articles of Association of the Company. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Board recommends the resolution at Item No. 11 to be passed by the members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

**Registered Office:**

Shop No. 2, First Floor,  
Building No. 45-47,  
Pavalam Street, Big Bazaar,  
Coimbatore – 641 001

**For and on behalf of the Board**

**Dated: 03-09-2018**

**Anish Sawarnya**  
**DIN: 08154578**  
**Chairman**



## ANNEXURE

PURSUANT TO REGULATION 26(4) AND 36(3) THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Vinesh Bharatbhai Pandya
Date of Birth	23-07-1976
No. of Equity Shares held	None
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise	Back office work
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Ms. Shweta Bharadwaja
Date of Birth	31-01-1981
No. of Equity Shares held	None
Qualification	M.B.A. (Human Resources)
Relationship with other Directors	None
Nature of Expertise	Human Resources
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Hitesh Shah
Date of Birth	01-06-1960
No. of Equity Shares held	None
Qualification	B.Com.
Relationship with other Directors	None
Nature of Expertise	Experience in Stock Advisory Services
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Govind Chavan Sidda
Date of Birth	01-07-1963
No. of Equity Shares held	None
Qualification	PGDBM (IT)
Relationship with other Directors	None
Nature of Expertise	Working Experience in IT related compliances
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None

Name of Director	Mr. Anish Kumar Sawarnya
Date of Birth	19-07-1980
No. of Equity Shares held	None
Qualification	MBA (Marketing)
Relationship with other Directors	None
Nature of Expertise	Experience in Stock Advisory Services
Name of Companies in which he / she holds Directorship	Nil
Names of Committees of the Companies of which he / she holds membership	None