

# ACME RESOURCES LIMITED

## 35<sup>th</sup> Annual Report 2019 – 2020



**ACME RESOURCES LIMITED**

**35<sup>th</sup>  
Annual Report  
2019 – 2020**

**BOARD OF DIRECTORS**

Mr. Vivek Chaturvedi, Chairman & Managing Director  
Shri Kuldeep Saluja  
Ms. Swati Agarwal  
Mr. Hitesh Chopra

**COMPANY SECRETARY**

Vineeta Sharma

**STATUTORY AUDITORS**

T R Chadha & Co LLP  
Chartered Accountants

**BANKERS**

HDFC Bank Ltd.  
State Bank of India  
Vijaya Bank

***REGISTERED OFFICE***

984, 9<sup>th</sup> Floor, Aggarwal Cyber Plaza-II  
Netaji Subhash Place, Pitampura  
New Delhi - 110034  
Phone: (011) 27026766  
Fax: 91-11 47008010  
Email: [acmeresources@gmail.com](mailto:acmeresources@gmail.com)  
Website: [www.acmeresources.in](http://www.acmeresources.in)

***CORPORATE OFFICE***

984, 9<sup>th</sup> Floor, Aggarwal Cyber Plaza-II  
Netaji Subhash Place, Pitampura  
New Delhi - 110034  
Phone: (011) 27026766  
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Email: [acmeresources@gmail.com](mailto:acmeresources@gmail.com)  
Website: [www.acmeresources.in](http://www.acmeresources.in)

***REGISTRAR AND SHARE TRANSFER AGENT***

Maheshwari Datamatics Private Limited  
6, Mangoe Lane, 2nd floor  
Kolkata - 700001

**Listed At :** BSE Ltd. and Kolkata Stock Exchange

## ACME RESOURCES LIMITED

Regd. Office: 984, 9<sup>th</sup> Floor, Aggarwal Cyber Plaza-II, Netaji Subhash Place,  
Pitampura, New Delhi - 110034  
CIN No.: -L65993DL1985PLC314861, Phone: (011)27026766, Fax: 91-11 47008010  
[Email: acmeresources@gmail.com](mailto:acmeresources@gmail.com) Website: [www.acmeresources.in](http://www.acmeresources.in)

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **ACME RESOURCES LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September 2020 at 10.00 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to facility the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at March 31, 2020, Statement of Profit and Loss for the financial year ended on March 31, 2020, Cash Flow Statement for the financial year ended March 31, 2020 and reports of Directors and Auditors thereon
2. To receive, consider and adopt the Audited Consolidated Balance Sheet as at March 31, 2020, Statement of Profit and Loss for the financial year ended on March 31, 2020, Cash Flow Statement for the financial year ended March 31, 2020 and report of Auditors thereon.
3. **Ratification of Appointment of T R Chadha & co. LLP, chartered accountants as the Statutory auditors**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED** that pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), appointment of T R Chadha & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee/ Board of Directors and the Auditors."

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof."

### SPECIAL BUSINESS

4. **To regularise and confirm the appointment of Mr. Hitesh chopra as independent director:**

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

**"RESOLVED THAT** Mr. Hitesh Chopra (DIN - 08708186), who was appointed as Independent Director of the Company, by the Board of Director in their Meeting held on 26<sup>th</sup> February, 2020 under Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) for the time being in force read with schedule IV to the Companies Act, 2013 and who hold office upto date of this Annual General Meeting subject to the approval of Shareholders, his appointment as Independent Director of the company be and is hereby confirm for five Consecutive years with effect from 26<sup>th</sup> February, 2020 for a term up to 25<sup>th</sup> February, 2025."

5. **To regularise and confirm the appointment of Mrs. Swati agrawal as independent director and women director:**

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

**“RESOLVED THAT** Mrs. Swati Agrawal (DIN – 06684407), who was appointed as Independent Director and Women Director of the Company, by the Board of Director in their Meeting held on 26<sup>th</sup> February, 2020 under Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) for the time being in force read with schedule IV to the Companies Act, 2013 and who hold office upto date of this Annual General Meeting subject to the approval of Shareholders, his appointment as Independent Director of the company be and is hereby confirm for five Consecutive years with effect from 26th February, 2020 for a term up to 25th February, 2025.”

**6. Adoption of new set of memorandum of association as per the companies act, 2013:**

**“RESOLVED THAT** the heading specified in Clause III (B) of Memorandum of Association i.e. “The Object Incidental or Ancillary to the Attainment of the Main object” be replaced with the heading “Matters which are Necessary for furtherance of the object specified in Clause III(A)” to comply with the provisions of Companies Act, 2013.

**“FURTHER RESOLVED THAT** “The Object Incidental or Ancillary to the Attainment of the Main object” from point/clause number 1-58 shall be replaced altogether by new set of objects vide point/clause number 1-22 as mentioned in Clause III (B) under the heading “Matters which are Necessary for furtherance of the object specified in Clause III(A)”

**“FURTHER RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the objects specified in clause III (C) i.e. under the heading “The Other Objects” are altogether removed to comply with the Provisions of the Companies Act, 2013.”

**7. Adoption of new set of articles of association as per table F of the companies act, 2013:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, the existing Articles of Association of the Company are replaced altogether by the Articles as per Table “F” in the schedule I to the Companies Act, 2013”

Date: 01.09.2020

Place: New Delhi

**REGISTERED OFFICE**

984, 9<sup>th</sup> Floor

Aggarwal Cyber Plaza-II

Netaji Subhash Place, Pitampura,

New Delhi –110034

Phone: (011) 27026766

Fax: 91-11 47008010

Email: [acmeresources@gmail.com](mailto:acmeresources@gmail.com)

Website: [www.acmeresources.in](http://www.acmeresources.in)

**By order of the Board  
For ACME RESOURCES LIMITED**

sd/-

Vineeta Sharma  
Company Secretary

## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for thirty-fifth e-AGM shall be the Registered Office of the Company at 984, 9<sup>th</sup> Floor, Aggarwal Cyber Plaza-II, Netaji Subhash Place, Pitampura, New Delhi - 110034.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered e-mail at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) with a copy marked to [acmeresources@gmail.com](mailto:acmeresources@gmail.com).
5. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 1<sup>st</sup> September 2020, has decided that the special business set out under item nos. 4 to 7 being considered unavoidable, be transacted at the thirty-fifth e-AGM of the Company.
6. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 10.00 a.m. to 11.00 a.m. and will be available for 1,000 members on a firstcome first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
7. Institutional investors, who are members of the Company are encouraged to attend and vote at the thirty fifth e-AGM of the Company.
8. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/ CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN 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 or Maheshwari Datamatics (P) Limited.
10. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of thirty-fifth e-AGM along with the Annual Report for FY2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at <https://www.acmeresources.in> website of the stock exchanges.

11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Maheshwari Datamatics (P) Limited. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
12. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY2020 and Notice of thirty-fifth e-AGM, may temporarily get themselves registered with Maheshwari Datamatics (P) Limited for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
17. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 984, 9<sup>th</sup> Floor, Aggarwal Cyber Plaza-II, Netaji Subhash Place, New Delhi:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
18. For ease of conduct, members who would like to ask questions/ express their views on the items of the businesses to be transacted at the meeting can send in their questions/ comments in advance by visiting URL [https:// acmeresources.in](https://acmeresources.in) and clicking on the tab 'Post your Queries' during the period starting from 28<sup>th</sup> September 2020 (9.00 a.m.) upto 29<sup>th</sup> September 2020 (5.00 p.m.) mentioning their name, demat account no./ Folio no., e-mail id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
19. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
20. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Wednesday, 23<sup>rd</sup> Sep'2020, such person may obtain the user id and password from Maheshwari Datamatics (P) Limited.

23. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [acmeresources@gmail.com](mailto:acmeresources@gmail.com) for obtaining the Annual Report and Notice of e-AGM.
24. The procedure and instructions for remote e-voting are given below:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to 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/](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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 in demat account with CDSL.	16 Digit Beneficiary ID 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) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned above in this notice.

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](https://www.evoting.nsdl.com/).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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. Now, you will have to click on Login button.
9. After you click on the Login button, Home page of e-Voting will open.  
Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

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.

#### **PROCEDURE FOR E-VOTING DURING THE AGM**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **General Guidelines for Shareholders**

25. Members can cast their vote online from 26<sup>th</sup> September 2020 (9.00 a.m.) till 29<sup>th</sup> September 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
26. 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.
27. 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)
28. The voting rights shall be as per the number of paid up Equity Shares held by the Member(s) as on 23<sup>rd</sup> September, 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.



30. The details of the voting result along with the Scrutinizer's Report shall be submitted to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the Shares of the Company are listed within forty eight hours of conclusion of the AGM and shall also be placed on the Company's website at [www.acmeresources.in](http://www.acmeresources.in) and on NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) simultaneously.
31. Closing of the Register of Members / Share Transfer Register, Pursuant to Section 91 of the Companies Act, 2013, read with rules made thereto, for the purpose of ensuing Annual General Meeting of the Company, from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive).
32. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited of 6, Mangoe Lane, 2nd floor and Kolkata - 700001.
33. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
34. Additional information to be provided under Regulations of the Listing Agreement pertaining to the Directors being appointed/re-appointed. Members are requested to kindly refer Report on Corporate Governance forming part of the Annual Report.
- Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DPs) or send an e-mail at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to Maheshwari Datamatics (P) Limited as mentioned above.
35. The Board of Directors has appointed Mr. Kailash Chandra Dhanuka, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
36. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
37. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company and on Depository Participants (DPs) website within two (2) days of passing of the resolutions and would also be communicated to the Kolkata and Bombay Stock Exchange.

**REGISTERED OFFICE**

984, 9<sup>th</sup> Floor  
Aggarwal Cyber Plaza-II,  
Netaji Subhash Place, Pitampura,  
New Delhi - 110034  
Phone: (011) 27026766  
Fax: 91-11 47008010  
[Email: acmeresources@gmail.com](mailto:acmeresources@gmail.com)  
Website: [www.acmeresources.in](http://www.acmeresources.in)

**By order of the Board  
For ACME RESOURCES LIMITED**

sd/-  
Vineeta Sharma  
Company Secretary.

## EXPLANATORY STATEMENT

### ITEM NO.4

#### **Regularize and Confirm the Appointment of Mr. Hitesh Chopra as Independent Director**

Pursuant to the recommendations of Nomination and Remuneration Committee, at its meeting held on 26<sup>th</sup> February, 2020 the Board has approved the appointment of Mr. Hitesh Chopra as Independent Director for five Consecutive years with effect from 26th February, 2020 for a term up to 25th February, 2025.

We recommend you to confirm the appointment of Mr. Hitesh Chopra (DIN – 08708186) as an Independent director.

None of the directors of the Company other than those stated above, the key managerial personnel and the relatives of the directors and key managerial personnel, in any way, concerned or interested in the resolution except to the extent of their shareholding / shareholding of their relatives in the Company.

### ITEM NO.5

#### **Regularize and Confirm the Appointment of Mrs. Swati Agrawal as Independent Director and Women Director**

Pursuant to the recommendations of Nomination and Remuneration Committee, at its meeting held on 26<sup>th</sup> February, 2020 the Board has approved the appointment of Mrs. Swati Agrawal as Independent Director and Women Director for five Consecutive years with effect from 26th February, 2020 for a term up to 25th February, 2025.

We recommend you to confirm the appointment of Mrs. Swati Agrawal (DIN – 06684407) as an Independent director and Women Director.

None of the directors of the Company other than those stated above, the key managerial personnel and the relatives of the directors and key managerial personnel, in any way, concerned or interested in the resolution except to the extent of their shareholding / shareholding of their relatives in the Company.

### ITEM NO.6

#### **Removing other objects and replacing the existing incidental and ancillary object**

Board of Directors of your company consider that in order to tune with the provision of Companies Act, 2013, the other object as specified in clause III (B) of the Memorandum of Association are being considered necessary to be removed by replacing the same under the heading “**Matters which are Necessary for furtherance of the object specified in Clause III(A)**”

In Companies Act, 2013 there is restriction to have other object so in order to comply with the provision of the Companies Act, 2013 it is necessary to remove the other objects as specified in clause III (C) of the Memorandum of Association.

### ITEM NO.7

#### **Replacing the existing Article of Association**

Board of Director of your company consider that in order to tune with provision of Companies Act, 2013 the Article of Association of the Company are being replaced with the new Articles as per Table F in the schedule I to the Companies Act, 2013.

None of the Director is interested except to the extent of their shareholding.