

EURO FINMART LIMITED

CIN: L67190DL1989PLC036860

Regd. Office : 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055

CORRIGENDUM TO NOTICE

CORRIGENDUM TO NOTICE OF 25th ANNUAL GENERAL MEETING OF THE MEMBERS TO BE HELD ON 5TH JULY, 2014 AT 10:00 AM AT 2nd FLOOR VIKAS SURYA PLAZA, MANGALAM PLACE, SEC-3, ROHINI, NEW DELHI-110085 TO TRANSACT THE VARIOUS BUSINESS INCLUDING ITEM NO. 13 ALONG WITH EXPLANATORY STATEMENT AS AMENDED. THIS CORRIGENDUM IS ISSUED IN CONTINUATION OF AND SHOULD BE READ IN CONJUNCTION WITH THE ORIGINAL NOTICE DATED 26TH MAY, 2014 OF ANNUAL GENERAL MEETING WHICH WAS DISPATCHED TO THE SHAREHOLDERS ON 30TH MAY, 2014.

Please be informed that Euro Finmart Limited ("the Company") is sought to issue and allot Convertible Warrants to Promoters and other Investors instead of Equity Shares.

ITEM NO. 13

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 Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 73(1)(e) under Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**the "SEBI (ICDR) Regulations, 2009"**), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**"Concerned Authorities"**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 23,00,000 (Twenty Three Lacs) convertible warrants of Rs. 10/- each to Promoters and other Investors, on preferential basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

| Sr. No. | Name of the Proposed Allottees | No. of convertible warrants proposed to be allotted | Name of the Ultimate Beneficiaries/Owners |
|--------------|--------------------------------------|---|---|
| | Promoter & Promoter Group | | |
| 1. | Alankit Finsec Limited | 14,00,000 | Alok Kumar Agarwal, Harish Chandra Agrawal, Mukesh Chandra Agrawal |
| | Others | | |
| 1. | Mahavir Fincon Private Limited | 9,00,000 | Manish Agarwal, Raghav Agrawal, Kishan Lal Goyal, Gyan Chand Agarwal, Ramesh Kumar Kejriwal |
| TOTAL | | 23,00,000 | |

RESOLVED FURTHER THAT:

- The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **5th June, 2014** being the 30th day prior to **5th July, 2014** i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- The convertible warrants allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.)

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.10/- each at the price which be determined in accordance with prevailing SEBI (Issue of

Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the convertible warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

Further, Item No. 13 of the Explanatory Statement annexed to the Notice of the Meeting pursuant to Section 102 of the Companies Act, 2013 should be read as follows:

Item No. 13

As per Section 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of convertible warrants on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above, is to achieve long term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. For this purpose as may be decided by the Board from time to time in the best interest of the Company, it is proposed to issue upto 23,00,000 convertible warrants of Rs. 10 each on preferential basis.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:

1. List of Allottees

| Sr. No. | Name of the Proposed Allottees | No. of convertible warrants proposed to be allotted | Name of the Ultimate Beneficiaries/Owners |
|---------|--------------------------------------|---|---|
| | Promoter & Promoter Group | | |
| 1. | Alankit Finsec Limited | 14,00,000 | Alok Kumar Agarwal, Harish Chandra Agrawal, Mukesh Chandra Agrawal |
| | Others | | |
| 1. | Mahavir FinconPrivate Limited | 9,00,000 | Manish Agarwal, Raghav Agrawal, Kishan Lal Goyal, Gyan Chand Agarwal, Ramesh Kumar Kejriwal |
| | TOTAL | 23,00,000 | |

2. Object/s of the issue:

The proposed preferential allotment of convertible warrants is made to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities.

3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

4. **Shareholding Pattern before and after the Issue:** The shareholding pattern before and after the allotment of 23,00,000 convertible warrants (without considering other proposed issues, if any) would be as under (based on the shareholding pattern as on 31st March, 2014)

| CATEGORY OF SHAREHOLDERS | Existing Shareholding | | Shareholding assuming full conversion of warrant | |
|------------------------------------|-----------------------|---------------|--|---------------|
| | No. of Shares | % | No. of Shares | % |
| Promoter and Promoter Group (A) | 159,837 | 3.30 | 1,559,837 | 21.82 |
| Public Shareholding (B) | 4,688,068 | 96.70 | 5,588,068 | 78.18 |
| Total (A) + (B) | 4,847,905 | 100 | 7,147,905 | 100.00 |
| Custodian (C) | - | - | - | - |
| Grand Total (A) + (B) + (C) | 4,847,905 | 100.00 | 7,147,905 | 100.00 |

5. **Consequential Changes in the Voting Rights :**
Voting rights will change in tandem with the shareholding pattern.
6. **Proposed time within which the allotment shall be completed:**
The Board proposes to allot convertible warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to exercise of option by warrant holder will be made within a reasonable time after exercise of such option.
7. **Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

| Proposed Allottees | Existing Shareholding | | No. of Convertible warrants to be issued | Shareholding assuming full conversion of warrants | |
|--------------------------------|-----------------------|------|--|---|-------|
| | No. of Shares | %age | No. of Warrants | No. of Shares | %age |
| Promoters | | | | | |
| Alankit Finsec Limited | Nil | N.A. | 14,00,000 | 14,00,000 | 19.59 |
| Non Promoters | | | | | |
| Mahavir Fincon Private Limited | Nil | N.A. | 9,00,000 | 9,00,000 | 12.59 |

Assumptions:

1. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
2. The warrants are held by the aforesaid allottees at the time of exercise of the option and
3. The options are exercised by them in full.

8. **Lock in Period:**
The aforesaid allotment of convertible warrants arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.
9. **Change in Management:**
The proposed preferential allotment of convertible warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.
10. **Pricing of the issue:**
The pricing of convertible warrants allotted on preferential basis to Promoters and Other Investors shall not be lower than the price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

Currently SEBI (ICDR) Regulations 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

*The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

* The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The relevant date for the purpose of pricing of the convertible warrants shall be 5th June, 2014 being the date which is 30 days prior to the date of this Annual General Meeting.

"Stock Exchange" for this purpose mean Bombay Stock Exchange Limited on which the trading volume in respect of the shares of the company has been recorded during the preceding Twenty six weeks prior to the Relevant Date.

11. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the shareholders at their proposed Annual General Meeting.

12. Payment and Conversion Terms:

25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Rs.10/- each at a price which is determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 at any time within 18 months from the date of issue. In case the option is not exercised within a period of 18 months from the date of issue, the aforesaid 25% amount paid on the date of allotment shall be forfeited.

13. Undertakings:

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

14. Interest of Promoters/ Directors

Mr. Ankit Agarwal, son of Mr. Alok Kumar Agarwal is the Managing Director of the Euro Finmart Limited. Mr. Alok Kumar Agarwal is the Director of Alankit Finsec Limited which belongs to the Promoter Group of Euro Finmart Limited. Hence, Mr. Ankit Agarwal is deemed to be a person acting in concert and therefore concerned or interested in the resolution.

None of the other Directors of the Company is, in any way, concerned or interested in the resolution. Promoters of the company are interested to the extent of their holding in the company except promoter directors to the extent of their shareholdings. The Board recommends the Resolutions for your approval.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

**By Order of the Board of Directors
For EURO FINMART LIMITED**

**-sd/-
Preeti Puri
Company Secretary**

**Date: 3rd June, 2014
Place: New Delhi**



Annual Report
2013-14

EURO FINMART LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|------------------------------|----------------------|
| Mr. Ankit Agarwal | Managing Director |
| Mr. Pradip Kumar Banerji | Independent Director |
| Mr. Yash Jeet Basrar | Independent Director |
| Mr. Shyam Kishore Lal | Independent Director |
| Mr. Rajeshwar Prasad Agrawal | Director |

BOARD LEVEL COMMITTEES

I AUDIT COMMITTEE

| | |
|------------------------------|----------|
| Mr. Yashjeet Basrar | Chairman |
| Mr. Rajeshwar Prasad Agrawal | Member |
| Mr. Pradip Kumar Banerji | Member |

II STAKEHOLDER RELATIONSHIP COMMITTEE

| | |
|------------------------------|----------|
| Mr. Yash Jeet Basrar | Chairman |
| Mr. Pradip Kumar Banerji | Member |
| Mr. Rajeshwar Prasad Agrawal | Member |

III NOMINATION & REMUNERATION COMMITTEE

| | |
|------------------------------|----------|
| Mr. Yashjeet Basrar | Chairman |
| Mr. Shyam Kishore Lal | Member |
| Mr. Rajeshwar Prasad Agrawal | Member |
| Mr. Pradip Kumar Banerji | Member |

IV MANAGEMENT COMMITTEE

| | |
|------------------------------|----------|
| Mr. Ankit Agarwal | Chairman |
| Mr. Yashjeet Basrar | Member |
| Mr. Rajeshwar Prasad Agrawal | Member |

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Preeti Puri

REGISTERED AND CORPORATE OFFICE

205-208, Anarkali Complex, Jhandewalan Extension,
New Delhi-110 055
Tel: 91-11-41540028, Fax: 91-11-41540028
Website: www.eurofin.in
Investor Helpdesk: investor@eurofin.in

STATUTORY AUDITORS

M/s Krishan K. Gupta & Company
Chartered Accountants
1/3-10196, Devi Mandir Lane,
Jhandewalan, New Delhi 110 055

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
"Alankit House", 2E/ 21, Jhandewalan Extension,
New Delhi - 110 055, Tel: 91-11-42541234

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF EURO FINMART LIMITED WILL BE HELD ON SATURDAY, THE 5th DAY OF JULY, 2014 AT 10:00 A.M. AT 2nd FLOOR, VIKAS SURYA PLAZA, MANGALAM PLACE, SECTOR-3, ROHINI, NEW DELHI-110085 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yashjeet Basrar (DIN: 00112857) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Krishan K. Gupta & Co., Chartered Accountants (Regn. No. 000009N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as the Board may decide.

SPECIAL BUSINESS

ITEM NO. 4

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

“RESOLVED THAT Mr. Pradip Kumar Banerji (DIN: 00003174) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26th May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years, whose period of office will not be liable to determination by retirement by rotation.”

ITEM NO. 5

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

“RESOLVED THAT Mr. Shyam Kishore Lal (DIN: 03602766) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26th May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as a as an Independent Director of the Company for a period of five years, whose period of office will not be liable to determination by retirement by rotation.”

ITEM NO. 6

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

“RESOLVED THAT Mr. Rajeshwar Prasad Agarwal (DIN: 01463655) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26th May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose

him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM NO. 7

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

“**RESOLVED THAT** Mr. Ankit Agarwal (DIN: 01191951) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26th May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

ITEM NO. 8

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

“**RESOLVED THAT** pursuant to Sections 197 and 203 read with other applicable provisions and Schedule V to the Companies Act, 2013 and the provisions of Articles of Association of the Company, Mr. Ankit Agarwal be and is hereby appointed as Managing Director of the Company for a period of five years with effect from 26th May, 2014 on terms and conditions including remuneration as given below.

1. Basic Salary : Rs. 2,00,000/- per month
2. He shall also be entitled to following perquisites:
 - i. Employer's Contribution to Provident Fund.
 - ii. Gratuity in accordance with Company's Policy.
 - iii. Leave encashment in accordance with Company's Policy.
 - iv. Mobile phone and telephone facility as per Company's Policy.
 - v. Furniture/ fixtures/ Home furnishing loan/ any other loan as per Company's Policy.
 - vi. Free use of car for business purposes of the Company and reimbursement of driver's remunerations.
3. He shall also be entitled to following Allowances/ Reimbursements:
 - i. House Rent Allowance
 - ii. Children Education Allowance
 - iii. Medical Reimbursement
 - iv. Leave Travel Allowance
 - v. Special allowance
 - vi. Club Fees.
 - vii. Keyman/Personal Accident Insurance
4. He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company.
5. He shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time.
6. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

RESOLVED FURTHER THAT Mr. Ankit Agarwal in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT in case of inadequacy of profits, he shall be entitled for the minimum remuneration in accordance with the prescribed limits in Schedule V of the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or amend the terms and conditions of the said appointment (Including authority to determine the amount of salary and performance bonus as also the type and amount of perquisites and other benefits in such manner as may be agreed to by and between the Board and Mr. Ankit Agarwal. The appointment of Mr. Ankit Agarwal is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to give effect to this resolution (including filing of form to Registrar and for the matters connected therein or incidental thereto.”

This may be treated as an abstract of the terms and conditions governing the appointment and remuneration of Mr. Ankit Agarwal, Managing Director pursuant to section 190 of the Companies Act, 2013.

ITEM NO. 9

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 14 along with other applicable provisions of the Companies Act, 2013 and applicable provisions of Companies (Incorporation) Rules, 2014 and subject to the reservation of name and confirmation of Central Government, the name of the company be changed from **Euro Finmart Limited** to **Alankit Corporate Services Limited** or such other name as approved by Registrar of Companies, NCT of Delhi & Haryana and such altered Name be substituted in the Memorandum of Association, Articles of Association and other documents as may be required in due course of time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take necessary steps to implement the change of name of the Company and to do all acts and deeds necessary in this connection.”

ITEM NO. 10

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

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores) to Rs. 10,00,00,000/- (Rupees Ten Crores) by creation of 50,00,000 further equity shares of 10/- each ranking pari passu with the existing equity shares of the company.

RESOLVED FURTHER THAT in compliance with the provisions of Section 13 and 14 of the Companies Act, 2013, the existing capital clause No. V appearing in the Memorandum of Association of the Company be substituted with the following new clause”:

“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

ITEM NO. 11

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

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 along with Companies (Incorporation) Rules, 2014, Existing Clause of Memorandum of Association vide No. III be and are hereby deleted and is substituted by the amended clause No. III mentioned below and Clause V be and is hereby altered as mentioned below.”