



## **MARGO FINANCE LIMITED**

**CIN: L65910MH1991PLC080534**

**Regd. Office:** Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,  
Dist. Kolhapur - 416109, Maharashtra

**Phone :** (0230) - 2463100/2461929

**E-mail:** info@margofinance.com **Website:** www.margofinance.com

### **NOTICE 28<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 28<sup>th</sup> (Twenty Eighth) Annual General Meeting (AGM) of the Members of Margo Finance Limited will be held on Tuesday, 13<sup>th</sup> Day of August, 2019 at 10:00 A.M., at Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur, Maharashtra-416003 to transact the following businesses:

#### **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 2019, together with the reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Shri Dass Maheshwari (DIN: 00181615), who retires by rotation and, being eligible, offer himself for re-appointment.

#### **SPECIAL BUSINESS**

3. **Re-appointment of Mr. Govind Prasad Agrawal a Non-Executive Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Govind Prasad Agrawal (DIN: 00008429), who was appointed as an Independent Director of the Company at the Annual General Meeting held on 23<sup>rd</sup> August, 2014 and who holds office as an Independent Director up to 22<sup>nd</sup> August, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Companies Act, and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 23<sup>rd</sup> August, 2019 to 22<sup>nd</sup> August, 2024."

**By Order of the Board of Directors  
For Margo Finance Limited**

**Date : 2<sup>nd</sup> July, 2019**  
**Place : Mumbai**

**Kailash Rawat**  
**Company Secretary**

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special business under Item No. 3 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy in order to be effective, must be deposited at the Registered Office of the Company not less than Forty Eight hours before the commencement of the AGM. Proxy form should be duly completed, stamped and signed.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than Ten Percent (10%) of the total Paid-up share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 7<sup>th</sup> August, 2019 to Tuesday, 13<sup>th</sup> August, 2019 (both days inclusive) in connection with the AGM.
4. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors under Section 113 of the Act authorizing their representatives to attend and vote at the AGM.
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings, relevant details of the Directors seeking appointment/ re-appointment are provided in the Annexure to this Notice.
6. Pursuant to the provisions of Section 72 of the Act, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH -13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
7. In case of joint members attending the AGM, the member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote, in case first holder has not done e-voting.
8. Members holding shares:
  - a) in electronic/demat form are advised to inform the particulars of their bank account, change of address and E-mail address to their respective Depository Participant ("DP") only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Bigshare Services Private Limited cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc. and such instructions are required to be given directly by the Members to their DP.
  - b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail address to the RTA.
9. Members, whether holding shares in electronic/physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / RTA.
10. NRI Members are requested to:
  - a) change their residential status on return to India permanently.
  - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

11. To support green initiative and to disseminate all the communications promptly, members who have not registered their E-mail address are requested to register the same with the DP / RTA in respect of shares held in electronic/physical mode respectively for receiving all the communications including Annual Reports, Notices, etc., by email. Email addresses made available by the DP/RTA will be treated as registered email address for serving notices/documents.
12. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA.
14. **Pursuant to SEBI Circular dated 8<sup>th</sup> June, 2018, w.e.f. 1<sup>st</sup> April, 2019, transfer of securities of a listed company is carried out in dematerialized form only. Hence, members holding equity shares of the Company in physical form are requested to dematerialize the shares at the earliest.**
15. Electronic copy of the Annual Report for Financial Year 2018-19 and Notice of the 28<sup>th</sup> AGM 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 addresses are registered with the Company/DP for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2018-19 and Notice of the 28<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode. The Notice of 28<sup>th</sup> AGM and Annual Report for FY 2018-19 will be available on website of Company at [www.margofinance.com](http://www.margofinance.com).
16. Copies of any documents referred in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM and also at the AGM.
17. Route Map to reach the venue of the 28<sup>th</sup> AGM is given at the end of this Notice.

#### **E-voting:**

Pursuant to the Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended from time to time, and Regulation 44 of Listing Regulations, the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services Limited (CDSL) for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 28<sup>th</sup> AGM of the Company.

#### **General Instructions:**

- a) It is clarified that it is not mandatory for a member to cast vote using e-voting facility. The facility for voting, through poll/ ballot paper shall also be made available at the venue of the 28<sup>th</sup> AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- b) The voting rights of members shall be in proportion to the shares held by them, of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 6<sup>th</sup> August, 2019.
- c) The remote e-voting period begins on Saturday, 10<sup>th</sup> August, 2019 at 9.00 a.m. (IST) and ends on Monday, 12<sup>th</sup> August, 2019 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 6<sup>th</sup> August, 2019 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Monday, 12<sup>th</sup> August, 2019.

## **Voting options, process and manner of voting:**

### **Voting Options**

- A. Remote E-Voting through electronic means using the Central Depository Services Limited (CDSL) platform;
- B. Voting through Ballot paper;
- C. Voting at the AGM.

Shareholders can choose any one of the above options i.e. either through remote e-voting or by ballot paper or by voting at the AGM, to cast their vote. If a member casts votes by more than one mode, then voting done through e-voting shall prevail.

### **Voting Process**

The Company has appointed M/s PPS & Associates, Practicing Company Secretary (Membership No.: 7067; CP No. 11682) (Address: CG-4, C Wing Sterling Tower, Gavati Mandai, Shahupuri, Kolhapur-416001), as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM.

Notice of the meeting is also displayed at [www.margofinance.com](http://www.margofinance.com) or at [www.evotingindia.com](http://www.evotingindia.com).

### **Manner of Voting:**

#### **A. Voting through electronic means**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching the Physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing the remote e-voting facility to all its members. The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period begins on Saturday, 10<sup>th</sup> August, 2019 at 9.00 a.m. (IST) and ends on Monday, 12<sup>th</sup> August, 2019 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 6<sup>th</sup> August, 2019 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Monday, 12<sup>th</sup> August, 2019.
- ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on "Shareholders/Members" tab to cast your vote.
- iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

vii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

viii) After entering these details appropriately, click on “SUBMIT” Tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

xi) Click on the EVSN for the relevant Margo Finance Limited on which you choose to vote.

xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.

xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvii) If a Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xix) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) on which they wish to vote.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 6<sup>th</sup> August, 2019, may follow the same instructions as mentioned above for e-voting or send a request at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or at [info@margofinance.com](mailto:info@margofinance.com). However, if such member is already registered with CDSL for remote e-voting the he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL by using "Forgot user Details/Password" option avail on [www.evotingindia.com](http://www.evotingindia.com).
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
  - M/s PPS & Associates, Practicing Company Secretary (Membership No.: 7067; CP No. 11682) (Address: CG-4, C Wing Sterling Tower, Gavat Mandai, Shahupuri, Kolhapur-416001) has been appointed as scrutinizer for conducting the voting process in the fair and transparent manner.
  - Notice of the meeting is also displayed at [www.margofinance.com](http://www.margofinance.com) or at [www.evotingindia.com](http://www.evotingindia.com)
  - The result of voting will be announced by the Chairman of the meeting after the 28<sup>th</sup> AGM to be held on 13<sup>th</sup> August, 2019, the result of the meeting will be communicated to the Stock Exchanges and will also be placed on the website of [www.cdslindia.com](http://www.cdslindia.com) and [www.margofinance.com](http://www.margofinance.com).

**In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**

1. User ID and initial password
  - a) This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)
  - b) Please follow all steps from sl. no. (i) to sl. no. (xxi) Above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. Once the vote on a Resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at CDSL website [www.evotingindia.com](http://www.evotingindia.com).

The Scrutinizer shall, immediately after conclusion of General Meeting, first count the vote, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

The Resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

**B. Voting through Ballot**

The Company is providing the facility to vote by ballot to those shareholders, who do not have access to e-voting facility. Members have the option to request for a physical copy of Ballot Form by sending an e-mail to the Company Secretary at '[info@margofinance.com](mailto:info@margofinance.com)' or the Scrutinizer at [shrenik.nagaonkar@ppscs.in](mailto:shrenik.nagaonkar@ppscs.in) by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 12<sup>th</sup> August, 2019 5.00 p.m. (IST). Ballot forms received after this date shall not be considered. The Ballot Paper will also be available at the website of the Company at [www.margofinance.com](http://www.margofinance.com).

**C. Voting at AGM:**

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

**By Order of the Board of Directors  
For Margo Finance Limited**

Date : 2<sup>nd</sup> July, 2019  
Place : Mumbai

**Kailash Rawat**  
Company Secretary

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

### **ITEM NO.3**

the Annual General Meeting (AGM) held on 23<sup>rd</sup> August, 2014, Mr. G. P. Agrawal (DIN: 00008429), aged 65 years, was appointed as a Non-Executive Independent Director of the Company for a first term of 5 consecutive years i.e. upto 22<sup>nd</sup> August, 2019.

Mr. G. P. Agrawal is a Company Secretary (FCS) by profession and has more than 30 years' experience in Company Law, Accounting and Taxation. He serves as advisory and consultations services in Finance, Accounts, Taxation etc.

Mr. G. P. Agrawal is associated with the Company from past 30 years as Director. Mr. G. P. Agarwal, aged 65 years, is fit and capable of discharging his duties as an Independent Director of the Company. He attends Board and committee meetings of the Company, participates in various discussions and provides his valuable suggestions to the Board. His rich knowledge, skills, wide experience, contributions have benefited the Company.

Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. G. P. Agrawal, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of NRC and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 13<sup>th</sup> May, 2019 approved and recommended re-appointment of Mr. G. P. Agrawal (DIN: 00008429), as a Non-Executive Independent Director of the Company of the Company for a second term of five consecutive years with effect from 23<sup>rd</sup> August, 2019 to 22<sup>nd</sup> August, 2024.

Mr. G. P. Agrawal has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("Act"). Further, the Company has received declaration of independence from Mr. G. P. Agrawal confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations and he is independent of the management. Mr. G. P. Agrawal has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Company has received notice in writing from a member under Section 160 of the Act proposing candidature of Mr. G. P. Agrawal for the office of Director of the Company.

The details of Mr. G. P. Agrawal required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. draft letter of re-appointment of Mr. G. P. Agarwal setting out the terms and conditions of the said re-appointments available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM and also at the AGM. Further, the letter of appointments also available on website of the Company.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. Further, as per Schedule IV of the Act, the re-appointment of independent director shall be on the basis of report of performance evaluation. As per Regulation 17(1) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1<sup>st</sup> April, 2019, no listed company shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless the same is approved by members of the Company by way of Special Resolution.



The Board of Directors recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Govind Prasad Agrawal and his relatives are concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors  
For Margo Finance Limited**

**Kailash Rawat  
Company Secretary**

**Date : 2<sup>nd</sup> July, 2019  
Place : Mumbai**

## Annexure to AGM Notice

**Additional Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard – 2 on General Meetings**

<b>Name of the Director</b>	<b>Mr. Shri Dass Maheshwari</b>	<b>Mr. Govind Prasad Agrawal</b>
<b>Age</b>	66 years	65 years
<b>Director Identification Number (DIN)</b>	00181615	00008429
<b>Category</b>	Whole Time Director-Finance & Chief Financial Officer	Non Executive Independent Director
<b>Date of first appointment on the Board</b>	30.04.2018	18.10.1991
<b>Qualification, Brief Resume and nature of expertise in specific functional areas</b>	<p>Mr. Shri Dass Maheshwari, B.Com (Hons.) from Shri Ram College of Commerce (SRCC), Delhi University has acquired more than 20 years of experience in field of Finance.</p> <p>Mr. S.D. Maheshwari was associated with the Company from past 12 years in various capacities and further designated as Chief Financial Officer of the Company w.e.f. 14<sup>th</sup> May, 2014 and considering his position he has been evaluated as Whole time Director with the designation of Whole time Director-Finance &amp; Chief Financial Officer of the Company.</p>	<p>Mr. G. P. Agrawal is a Company Secretary (FCS) by profession and has more than 30 years' experience in Company Secretary, Legal Accounting and Taxation. He serves advisory and consultations services in Legal, Finance, Accounts, Taxation etc. Mr. G P Agrawal is on the Board of various unlisted private and public Companies.</p>
<b>Terms and conditions of re-appointment</b>	Mr. Shri Dass Maheshwari is Whole Time Director-Finance & Chief Financial Officer appointed for a term of three years & is liable to retire by rotation. Further, the said re-appointment is being made as per Section 152 (6) of the Companies Act, 2013 and there is no variation in the terms and conditions.	Mr. Govind Prasad Agrawal is proposed to be re-appointed for second term of five consecutive year's w.e.f. 23 <sup>rd</sup> August, 2019 as a Non-Executive Independent Director of the Company, not liable to retire by rotation.
<b>Remuneration proposed to be paid</b>	Basic Salary 34,044/- p.m. House Rent Allowance equal to ₹ 14,185/- p.m Other Allowance ₹ 8,511/-	<p>Mr. Govind Prasad Agrawal shall be entitled for sitting fees as may be approved by the Board from Time to time. At present, Sitting Fees is ₹ 2000/- per Board Meeting &amp; ₹ 1000/- Other Committee Meeting.</p> <p>During the financial year 2018-19, sitting fees of ₹ 15,000/- was paid to Mr. Govind Prasad Agrawal for attending Board and Committee meetings of the Company.</p>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. The Company does not have a Manager.	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. The Company does not have a Manager.
<b>Number of Board Meetings attended during the year</b>	During the year 2018-19, five (5) Board meetings were held and Mr. Shri Dass Maheshwari attended 3 meetings.	During the year 2018-19, five (5) Board meetings were held and Mr. Govind Prasad Agrawal attended 4 meetings.