

ANNUAL REPORT

KANUNGO FINANCIERS LIMITED

Financial Year 2020 - 2021

REGISTERED OFFICE

B/7, B WING, 5TH FLOOR,
AJANTA COMMERCIAL CENTER,
INCOME TAX, ASRAM ROAD,
AHMEDABAD- 380009

CORPORATE OFFICE:-

B/7, B WING, 5TH FLOOR,
AJANTA COMMERCIAL CENTER,
INCOME TAX, ASRAM ROAD,
AHMEDABAD- 380009

BOARD OF DIRECTORS

- 1) CHIRAG KIRTIKUMAR SHAH
- 2) PINA CHIRAG SHAH
- 3) PANCHAL NRUPESH KIRTIKUMAR

COMPANY SECRETARY

KANAK SURESHKUMAR RATHI

AUDITOR

H S K & CO LLP.

REGISTER AND TRANSFER AGENT (RTA)

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

UNIT NO.9, SHIV SHAKTI IND. ESTATE.
J R BORICHA MARG,
LOWER PAREL EAST,
MUMBAI- 400 011.

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KANUNGO FINANCIERS LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF KANUNGO FINANCIERS LIMITED WILL BE HELD ON MONDAY, 27TH SEPTEMBER, 2021 AT 01:00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2021 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.

SPECIAL BUSINESS:

- 2) **TO PASS THIS RESOLUTION AS ORDINARY RESOLUTION IF THOUGH FIT:**

TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR OF THE COMPANY

"RESOLVED THAT Mrs. DIMPLE ALKESHKUMAR SHAH, who was appointed as additional Director of the company by the Board of Directors with effect from 14TH AUGUST, 2021 and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing her candidature for the office of the Directors be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes."

- 3) **TO PASS THIS RESOLUTION AS SPECIAL RESOLUTION IF THOUGH FIT:**

TO ALTER THE OBJECT CLAUSE OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat to alter the object clause by addition of following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

(4) "To acquire or trade or arbitrage or jobbing or trading in shares, stocks, debenture, debenture stock, bonds, obligation or securities by original subscription, exchange, of securities otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, or authority, firm, body corporate or any other entity or persons in India or elsewhere by own money of the shareholders only.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Gujarat."

4) TO PASS THIS RESOLUTION AS SPECIAL RESOLUTION IF THOUGH FIT:

TO PROVIDE LOANS, GIVE GUARANTEES AND MAKE INVESTMENTS

"RESOLVED THAT pursuant to section, 186 and all other applicable provisions if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule of Companies (Meeting of Board and its Powers) Rules 2014, the consent of members be and is hereby accorded to the Board of Directors of the company to give a loan or an investment or give guarantee to the corporate entities or other than corporate entities to the extent of RS. 20 CRORES (Rupees Twenty Crores only) at such rate of interest as decided by the Board and to be utilized for the purpose of business growth and development of the company. The aggregate amount of loans, guarantee, investments or security to be made together with the loan, investment, guarantee or security proposed to be made exceed the limit as specified under section 186 (2)."

RESOLVED FURTHER THAT, any director of the company be and is hereby authorized to do all acts deeds things that may be necessary proper, desirable, or expedient and to execute all documents, agreements, and writings as may be necessary to give effect to this resolution".

5) TO PASS THIS RESOLUTION AS SPECIAL RESOLUTION IF THOUGH FIT:

TO PROVIDE LOANS TO ANY DIRECTOR IN CASE OF EXCESS OF FUNDS:

"RESOLVED THAT pursuant to section 185 and all other applicable provisions if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule of Companies (Meeting of Board and its Powers) Rules 2014, the consent of members be and is hereby accorded to the Board of Directors of the company to give a loans or advances to any director of the company or entities in which director of the company is interested to the extent of RS. 15 CRORES (Rupees Fifteen Crores only) at such rate of interest as decided by the Board and to be utilized for the purpose of business growth and development of the borrower whether borrower should be director of company or entities in which the director(s) of the company is interested in."

RESOLVED FURTHER THAT, any director of the company be and is hereby authorized to do all acts deeds things that may be necessary proper, desirable, or expedient and to execute all documents, agreements, and writings as may be necessary to give effect to this resolution".

DATE: 26TH AUGUST, 2021

PLACE: AHMEDABAD

BY ORDER OF THE BOARD

**SD/-
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 20-09-2021 TO 27-09-2021 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

DATE: 26TH AUGUST, 2021

PLACE: AHMEDABAD

BY ORDER OF THE BOARD

**SD/-
CHAIRMAN**

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

2) Mrs. DIMPLE ALKESHKUMAR SHAH has vide experience and the company can benefit from her experience thus the board had appointed her as additional director of the company.

And that is why company has seen some potential in her as a good director.

As per section 161 of the companies Act, 2013 the additional director can hold office up to the date of this Annual General Meeting.

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

3) Looking to the scenario of the post covid situation the board and management of the company has found good business opportunity in the field of capital markets. The Capital Market have played and extra ordinary role in it. Looking to the recent span and the future plans of the government directors are bullish and wishes to transfer the business by way of diversification with multiple business income which create a sustainable portfolio of the company.

Accordingly, board wishes to diversify in the business of the securities trading, arbitrage, hedging on the stock exchanges.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever

None of the Directors of the company are interested in the said resolution

4) In lite of section 186 of the Companies Act, 2013 and rules made thereunder, the board of directors of the company have approved the transactions and company may provide the loan or make investments or give guarantee to the extent of RS. 20Crores which exceed the limits as specified in the section 186 (2) of the Companies Act, 2013.

The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

5) In lite of section 185 of the Companies Act, 2013 and rules made thereunder, the board of directors of the company have approved the transactions and company may provide the loan to any director or entities in which director of the company is interested to the extent of RS. 15 Crores in case company has excess of fund.

The Board recommends the aforesaid Special Resolution for your approval.

Except CHIRAG K SHAH, none of the Directors, KMPs of the company and their relatives is/are concerned or interested in the resolution

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 24.09.2021 at 09:00 am and ends on 26.09.2021 at 05:00 pm. 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 17.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL