

RELIABLE VENTURES INDIA LIMITED:

Regd Office: "Reliable House" A-6, Koh-e-fiza, Indore Road, Bhopal-462001
Phone : 0755-2539592, Fax : 0755-2540442 : CIN: L22354MP1992PLC007295

NOTICE is hereby given that the 26th ANNUAL GENERAL MEETING of the members of the RELIABLE VENTURES INDIA LIMITED will be held at the registered office of the Company at "Reliable House" A-6, Koh-e-fiza, Indore Road, Bhopal – 462001 on Tuesday, the 12th day of November, 2019 at 04:30 PM to transact the following ordinary and special business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sanober Bano, (DIN 017139513) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of Auditors and in this regard to consider and adopt the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 if any, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on September 30, 2015, the appointment of M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No. 10748W) be and is hereby ratified as the Statutory Auditors of the Company to

hold office from the conclusion of the 26th Annual General Meeting (AGM) till the conclusion of the 27th AGM, on such remuneration as may be approved by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

4. **To Re-appoint Mrs. Sanober Bano holding DIN 017139513, as an Executive Director of the Company and to consider and, if thought fit, to pass, with or without modification, the following resolution as SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Section-II of Schedule V of the Companies Act, 2013 and Article 96 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the reappointment of Mrs. Sanober Bano, as a Executive Director of the Company for a period of 3 years with effect from 1st day of April, 2019 to up to 31st March, 2022 as well as payment of salary, sitting fee, and perquisites (hereinafter

referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendment thereto or any re-enactment thereof as may be agreed to between the Board of Directors of the Company and Mrs. Sanobar Bano."

"RESOLVED FURTHER THAT even in the event of absence of or inadequacy of profits in any Financial Year during her tenure as Executive Director the aforesaid remuneration shall be paid to Mrs. Sanobar Bano, as minimum remuneration subject to the compliance of provisions of Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof as may be in force from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board of Directors, of the Company be and is hereby authorized to do all such acts, deeds and thing and execute all such documents and writings as the Board may be required or delegate the powers conferred to it to any committee of Directors as the Board may deem fit or necessary to carry out the needful in its palace.

5. **To reappoint Mr. Abdul Tahir holding DIN 00215129 as Independent Non-Executive Director and in this regard to consider and pass- with or without modifications- the following resolution as a SPECIAL RESOLUTION**

"RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules 2014-including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable Regulation, if any, of the Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended till date, Mr. Abdul Tahir (holding DIN 00215129), one of the independent Non-Executive Directors of the Company who has submitted a written declaration that he continues to meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, and who is eligible for reappointment, be and is hereby reappointed as an independent Non-Executive Director of the Company for a further period of five (5) years effective from the 30th day of September, 2019."

6. **To reappoint Mr. Ranjay K. Dawar, holding DIN 00016898 as an Independent Non-Executive Director and in this regard to consider and pass -with or without modifications- the following resolution as a SPECIAL RESOLUTION**

"RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules 2014-including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable Regulation, if any, of the Securities Exchange Board of India (Listing

Obligations And Disclosure Requirements) Regulations, 2015 as amended till date, Mr. Ranjay K. Dawar, holding DIN 000168998, one of the independent Non-Executive Directors of the Company who has submitted a written declaration that he continues to meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, and who is eligible for reappointment, be and is hereby reappointed as an independent Non-Executive Director of the Company for a further period of five (5) years effective from the 30th day of September, 2019."

7. **To reappoint Mr. Chandan Mitra, holding DIN 00037634 as an Independent Non-executive Director and in this regard to consider and pass -with or without modifications- the following resolution as a SPECIAL RESOLUTION**

"RESOLVED that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and

Qualification of Directors) Rules 2014-including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 17 and other applicable Regulation, if any, of the Securities Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended till date, Mr. Chandan Mitra, holding DIN 00037634, one of the independent Non-Executive Directors of the Company who has submitted a written declaration that he continues to meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, and who is eligible for reappointment, be and is hereby reappointed as an independent Non-Executive Director of the Company for a further period of five (5) years effective from the 30th day of September, 2019."

By order of the Board
For Reliable Ventures India td.

SIKANDAR HAFIZ KHAN
CHAIRMAN & MG. DIRECTOR

Bhopal
Sept. 30, 2019.

NOTES TO NOTICE OF AGM FOR 2018-19

- (1) The Explanatory Statements pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business under Item No. 4 to 7 mentioned in the accompanying Notice are annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting,
- (3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- (4) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board resolution together with the specimen signatures of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the meeting.
- (5) Members are requested to intimate to the Company, changes, if any, in their Registered Address along with Pin Code Number. Members whose shareholdings are in demat form are requested to send the intimation for change of address to their respective Depository Participant(s).
- (6) Members are requested to register their email id and the changes therein from time to time with the Company to enable the Company to send notices/documents through email as permitted in law.
- (7) **The Register of Members and the Share Transfer Books of the Company will remain closed from 06th day of November, 2019 to 12th day, of November, 2019 (both days inclusive)**
- (8) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their 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.
- (9) Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant
- (10) Members/proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting

(11) Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the particulars of Directors seeking re-appointment at the meeting are annexed to the Notice.

(12) The Notice of the AGM along with the Annual Report of 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories / Registrar, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copy is being sent to them by permitted mode. To support 'Green Initiative' Members who have not registered their email addresses are requested to register the same with the Company / Depository/ Registrar of the Company.

Voting through electronic means

(13) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 44 of SEBI Listing Regulations, the Company is pleased to provide its Members facility of remote e-voting (to cast their vote electronically from a place other than the venue of the AGM), through e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice

The instructions for shareholders voting electronically are as under:

(14) The voting period begins on 09th day of 2019 at 9.30 AM and ends on 11th day of November, 2019,

at 5.00 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 05th day of November, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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) you are holding shares in demat form and had logged on to 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 | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> 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). |

(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 to be also 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 <Company Name> 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 login 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, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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
 - 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) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (15) OTHER INFORMATION:**
- (i) M/s. Sharex Dynamic (India) Pvt Ltd. having its registered office at Unit No. 1, Luthra Industrial premises, Andheri kurla Road, Safed Pool Andheri (East) Mumbai-400072 with branch office at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083 are the registrar and share transfer agents of the Company and undertakes the share registry jobs of the Company.
- (ii) Neeta H. Desai, a Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and the voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iii) The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.
- (iv) A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid. Facility of voting

through Ballot Form shall also be available at the Meeting. Members holding shares as on cut-off date i.e. 05-11-2019 and attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.

- (v) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report declare the Results of the voting. The Results declared along with the Scrutinizer's Report shall be placed on the C o m p a n y ' s w e b s i t e www.noorussabahpalace.com and on the website of CDSL immediately after the results are declared by the Chairman.
- (vi) All documents referred to in the accompanying Notice and Explanatory Statement, if any, shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, except Sundays and public holidays, up to and including the date of the Annual General Meeting of the Company.

By order of the Board of Directors
For Reliable Ventures India Ltd.

SIKANDAR HAFIZ KHAN
CHAIRMAN & MG. DIRECTOR

Bhopal :
Sept. 30, 2019

EXPLANATORY STATEMENT:

Item No. 4:

Re-appointment of Mrs. Sanobar Bano as Executive Director of the Company for a period of three years commencing from 1st day of April, 2019

The Shareholders of the Company in their 23rd Annual General Meeting held on 028th December, 2016, had appointed Ms. Sanobar Bano - the only woman Director- as Executive Director of the Company to hold the said office till 31st March, 2019. Besides, preceded by the recommendations of the Nomination and Remuneration Committee, and subject to approval of the shareholders in their ensuing AGM, the Board of Directors in its meeting held on 13th February, 2019, approved the reappointment of Mrs. Sanobar Bano as an Executive Director of the Company for a further period of 3 years commencing from the 1st day of April, 2019 on the same terms and conditions and payment of remuneration as were applicable to her during her immediately preceding tenure as Executive Director.

Nature of Duties.

Subject to supervision and control of the Board of Directors of the Company Mrs. Sanobar Bano, as an Executive Director of the Company shall be in charge of the affairs of the hotel undertaking of the Company and exercise such function and powers as shall from time to time entrusted to her by the Board of Directors of the Company

Tenure of Appointment:

If approved by the Shareholders, Mrs. Sanobar Bano shall hold the office of Executive Director of the Company for a period of three years commencing from the 1st day of April, 2019 to 31st March, 2022.

Remunerations:

There is no change in the proposed remuneration to Mrs. Sanober Bano. She shall continue to be paid a salary of Rs 3, 00,000 per month plus admissible perquisites and allowances which are being paid to her during her current tenure which are as under :-

| Description | Amt in Rs. |
|----------------------|------------------|
| Basic Pay | 120000.00 |
| House rent allowance | 60000.00 |
| Conveyance Allowance | 40000.00 |
| Grooming Allowance | 40000.00 |
| Special Allowance | 10000.00 |
| Other Allowance | 30000.00 |
| TOTAL | 300000.00 |

In addition to the above, Mrs. Sanober Bano shall be eligible for other benefits such as PF, Medical expenses , Bonus, LTA, etc. as are admissible to the employees of the Company at any time and from time to time.

Minimum Remuneration:

Not with standing anything to the contrary contained herein, if in any financial year during the currency of tenure of Mrs. Sanober Bano as an Executive Director of the Company happen to have no profits or its profit are found inadequate, the Company will pay the aforesaid remuneration by way of salary, incentives and perquisites and allowances as minimum remuneration to Mrs. Sanober Bano.

Termination:

The reappointment of Mrs. Sanober Bano as an Executive Director of the Company may be terminated by the Company or the appointee incumbent by giving six month notice in advance or payment in lieu of the notice from either side.

GENERAL CONDITIONS

1. The terms & conditions of the said reappointment including the remuneration payable to Mrs. Sanober Bano may be altered and varied at any time and from time to time by the Board of the Company as the Board may in its absolute discretion deem fit within the scope of Schedule V of the Companies Act 2013 or any amendment thereto or re-enactment thereof as may be agreed to between The Board and Mrs. Sanober Bano.
2. If at any time the Executive Director (ED) ceases to hold the office of Director for any cause whatsoever, she shall also cease to hold the office of ED too with the Company.
3. If at any time the ED ceases to hold the office of ED of the Company for any cause whatsoever, she shall also cease to hold the office of Director of the Company.
4. In addition to aforesaid remuneration, the ED shall be eligible for payment of sitting fee at par with other directors of the Company.
5. All personnel policies of the Company and related rules which are applicable to other employees of the Company shall also be applicable to Mrs. Sanober Bano during the currency of her office as ED of the Company unless specially provided otherwise.
6. Mrs. Sanober Bano is being reappointed as Director of the Company by virtue of her employment in the Company and her reappointment shall be subject, inter-alia, to the provisions of Section 167(1) of the Companies Act, 2013, as amended time to time.

7. the proposed appointee is related to Mr. Sikandar Hafiz Khan as his daughter. Except, this relationship, none of the Directors of the Company is related to the appointee and concerned or interested financially or otherwise in this resolution set out at item No. 4 of the notice.
8. The resolution as proposed for adoption by shareholders for reappointment of Mrs. Sanobar Bano read with the explanatory statement thereof shall constitute an all inclusive agreement for reappointment, terms and conditions thereof and payment of remuneration to Mrs. Sanobar Bano and no separate agreement to give effect to the resolution in this behalf will be executed by and between the Company and the proposed re-appointee Mrs. Sanobar Bano.

OTHER INFORMATION IN TERM OF SCHEDULE - V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

| Sl. No. | Nature of Industry | Other details |
|---------|--|---|
| 1 | Hotel and related services | Hotel with F&B, rooms and incidental facilities |
| 2 | Date or expected date of commencement of production | Hotel is a running venture |
| 3 | In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |
| 4 | Financial performance based on given indicators during the financial year ended 31st March, 2019 | Rs. In lacs |
| | Total Income Including Other comprehensive Income | 1809.79 |
| | Expenses including depreciation and tax | 1629.01 |
| | Profit before exceptional items | 180.78 |
| | Other comprehensive income | 7.32 |
| | Total income for the year | 188.10 |
| | Earnings per share (EPS) | 1.71 |
| | PE Ratio(times):Market price/EPS | 7.99 |
| | Total Assets | 3133.16 |
| 5 | Foreign investment or collaboration, if any | As at 31st March, 2019, NRI holding in the company is 1035629 equity shares of Rs. 10/- each representing 9.40 per cent of the total issued and subscribed equity share capital |