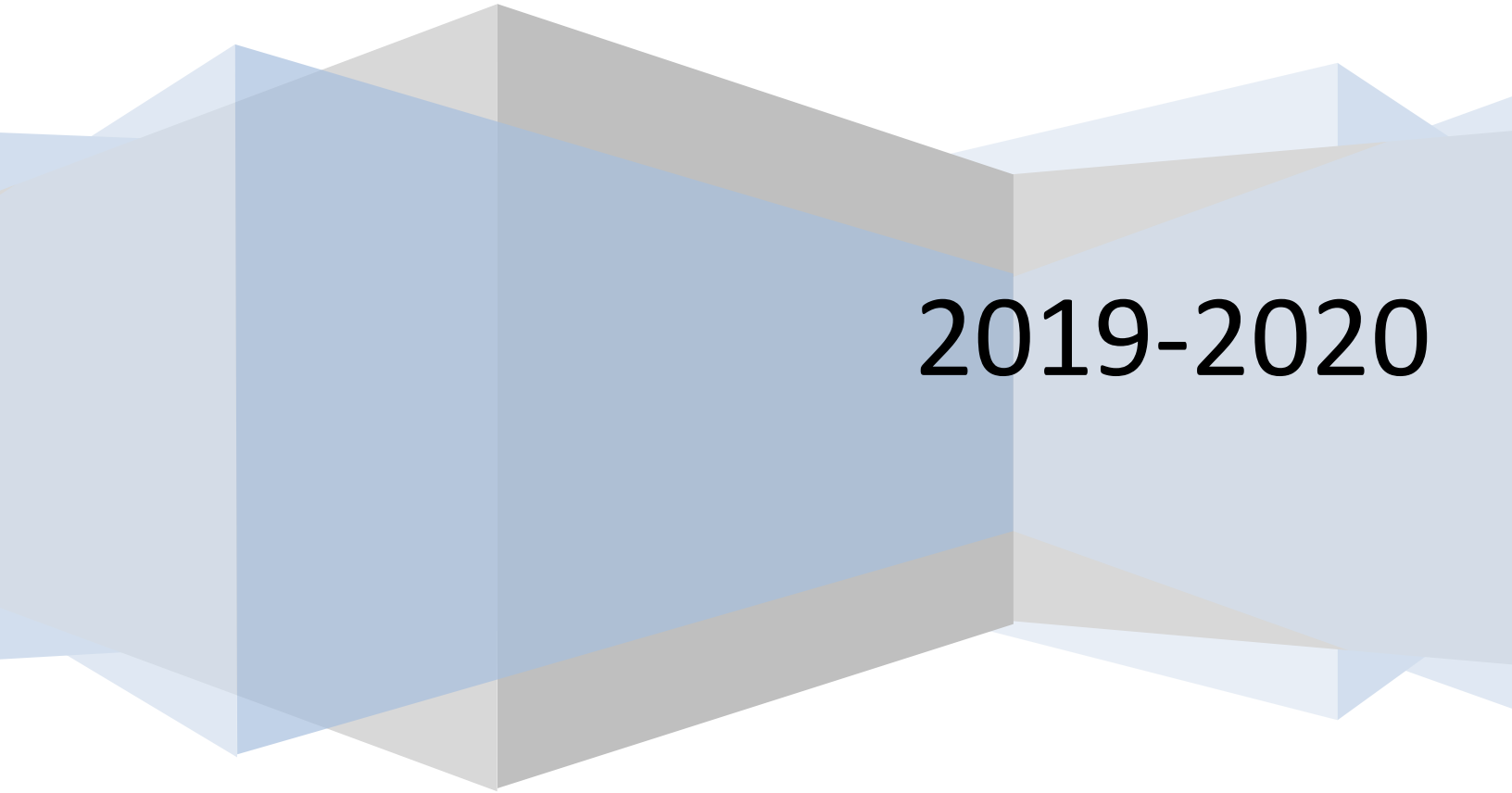


M. B. PARIKH FINSTOCKS LIMITED

26TH ANNUAL REPORT



2019-2020

BOARD OF DIRECTORS:

MONALISA DIGANT PARIKH
LALIT PRAVIN DALAL
JITENDRA MAHABIRPRASAD SHARMA
GOVINDDAS RAMKISHAN RATHI
DHARA DENIS DESAI
LEENA MANISH DESAI
MEGHA PAWAN SULTANIA

CHAIRPERSON AND MANAGING DIRECTOR (upto 23rd May, 2020)
INDEPENDENT DIRECTOR (upto 23rd May, 2020)
INDEPENDENT DIRECTOR (upto 23rd May, 2020)
INDEPENDENT DIRECTOR (upto 23rd May, 2020)
DIRECTOR (w.e.f. 16th May, 2020)
INDEPENDENT DIRECTOR (w.e.f. 23rd May, 2020)
INDEPENDENT DIRECTOR (w.e.f. 23rd May, 2020)

KEY MANAGERIAL PERSONNEL:

HEENA BANWARI LAL GUPTA
DENIS BHUPENDRA DESAI
SHWETA JAIN
SHALU MISHRA

CHIEF FINANCIAL OFFICER(upto 23rd May, 2020)
CHIEF FINANCIAL OFFICER (w.e.f. 23rd May, 2020)
COMPANY SECRETARY & COMPLIANCE OFFICER (upto 23rd May, 2020)
COMPANY SECRETARY & COMPLIANCE OFFICER (w.e.f.23rd May, 2020)

AUDITORS:

A YADAV & ASSOCIATES, CHARTERED ACCOUNTANTS

REGISTERED OFFICE:

705, GALAV CHAMBERS, SAYAJIGUNJ, VADODARA – 390 005.
PHONE: (0265) 2362 909, WEBSITE – www.mbpfin.com

CORPORATE OFFICE:

1106, VIVA HUBTOWN, 11TH FLOOR, WESTERN EXPRESS HIGHWAY,
JOGESHWARI (EAST), MUMBAI -400060. E-MAIL - corporate@mbpfin.com

REGISTRAR AND SHARE TRANSFER AGENT:

LINK INTIME INDIA PVT. LTD.
C 101,247 PARK, L. B. S. MARG, VIKHROLI (W), MUMBAI -400 083.
TEL. NO.: 022-49186000, FAX NO. : 022-49186060
E-MAIL – ganapati.haligouda@linkintime.co.in

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Notice of 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the members of M B Parikh Finstocks Limited will be held on Friday, August 14, 2020 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 705, Galav Chambers, Sayajigunj, Vadodara – 390 005, Gujarat, India.

ORDINARY BUSINESS**1. ADOPTION OF FINANCIAL STATEMENTS ALONG WITH REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors' and the Auditors' there on and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 along with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

SPECIAL BUSINESS**2. APPOINTMENT OF MRS. DHARA DENIS DESAI(DIN:02926512) AS A DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT Mrs. Dhara Denis Desai (DIN:02926512) who was appointed as an Additional Director of the Company w.e.f. 16th May, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible, offered herself for appointment and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

3. APPOINTMENT OF MS. MEGHA PAWAN SULTANIA (DIN: 08739417), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Ms. Megha Pawan Sultania(DIN: 08739417), who was appointed as an Additional Independent Director of the Company for a period of 5 consecutive years with effect from 23rd May, 2020, pursuant to the provisions of the Articles of Association of the Company and Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Section 161 of the Companies Act, 2013, who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of

the Company pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office as such upto 22nd May, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

4. **APPOINTMENT OF MRS. LEENA MANISH DESAI (DIN: 08028345), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT Mrs. Leena Manish Desai (DIN: 08028345), who was appointed as an Additional Independent Director of the Company for a period of 5 consecutive years with effect from 23rd May, 2020, pursuant to the provisions of the Articles of Association of the Company and Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of Section 161 of the Companies Act, 2013, who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office as such upto 22nd May, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

5. **CHANGE OF NAME 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 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the Central Government and/or any other authority as may be required, the consent of the Shareholders of the Company be and is hereby accorded for change the name of the Company from "M B PARIKH FINSTOCKS LIMITED" to "Arunis Abode Limited".

RESOLVED FURTHER THAT upon issuance of fresh certificate of incorporation by the Registrar of Companies, Gujarat consequent upon change of name, the old name "M B PARIKH FINSTOCKS LIMITED" as appearing in Name Clause I of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places of the Company be substituted with the new name "Arunis Abode Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

6. **SHIFTING OF REGISTERED OFFICE 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 Section 12(5) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from 705, Galav Chambers, Sayajigunj Baroda,

Vadodara – 390005, Gujarat to Desai House, Survey No. 2523, Coastal Highway, Umersadi, Killa Pardi, District Valsad - 396125, Gujarat, outside the local limits of the city where the registered office of the Company presently situate, but within the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

7. CHANGE IN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Objects Clause of the Memorandum of Association (the "MOA") of the Company by substitution/deletion of certain clauses in the following manner :

i. Clause III (A) of the MOA be altered by substituting sub-clauses 1, 2 and 3 with the following new sub clauses 1, 2 and 3 and following new sub clause 4 be inserted after new sub clause 3:

1. To acquire, by purchase, lease, exchange or otherwise land, such other movable and immovable properties, in India or abroad or any rights connected with land and to construct, develop, build, reconstruct, alter, improve, decorate, furnish and maintain, township, housing & commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, infrastructure, markets, offices, flats, apartments etc. with all amenities, conveniences and facilities and to manage, hold, sell, lease and deal with the same in any manner whatsoever.
2. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, improve, grades, curve, pave, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideway, courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all other branches of Engineering and to enter into joint venture, foreign collaboration as per permissible government guidelines.
4. To carry on the business as estate agents, housing and land agents, property dealers and estate managers and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and states, as well as this company, to give, take, let and sublet and to carry out under taking, supervising, building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.

ii. By replacing the existing heading of Clause III (B) with the following new heading :

"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-"

iii. By substituting the existing sub-clause 1 to 46 under "Clause III (B)" of the MOA with the following sub-clause (s) 1 to 23 under "Clause III (B)":

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the main business of the Company.
2. To carry on the business as agents, brokers, sub-brokers and dealers of all types of chemicals, whether organic or inorganic, commodities and other goods and materials.
3. To enter into agreements with any Company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery for the production and manufacturing in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them.
4. To establish, provide, maintain and conduct or otherwise, subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarship, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main business of the Company.
5. To acquire by concession, grant, purchase, License or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plant, utensils, works, conveniences land such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets invention, licensees, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debentures stock, bonds or such other securities of the Company or otherwise and manage, develop, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
6. Subject to section 230 to 234 of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
7. To enter into any arrangement with any government or Authorities, Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, Authority persons or Company any rights, privileges, charters, contracts, licenses and concessions including in particulars rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
8. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly and indirectly to prejudice the Company's interests.
9. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or Company carrying on or engaged in any business or transaction which this Company is authorized to carry on and subject to section 230 of the Companies Act, 2013, to amalgamate with any other such Company, having main objects altogether or in part similar to those of the Company.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the main objects of this Company.

11. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the main objects or any of them.
12. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such Company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
13. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to by the same.
14. Subject to the provisions of Sections 73 and 179 of the Companies Act, 2013 and the rules made thereunder and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to received money as loan, at interest for any of the objects of the Company and at such time or times as may be expedient, by promissory notes bills of exchange, hundies, bill of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or change the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
15. To invest in other than investment in company's own shares (subject to the provisions of Section 68 of the Companies Act, 2013) and deal with moneys of the Company not immediately required, in such shares or upon such securities or investments and in such manner as may from time to time, be determined.
16. To lend and advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particulars to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms or companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, with the meaning of Banking Regulation Act, 1949.
17. To improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
18. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
19. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or any other such purpose conducive to the interest of the Company.
20. To provide for the welfare of employees or ex-employees (including directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or crawls or by grants of money, pensions, allowances, bonus or other such payments or by creating and from time to time, subscribing or contributing to provident

fund and other associations, institutions, fund or trusts and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendance and assistance as the Company shall determine.

21. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
22. To procure the incorporation, registration or such other recognition of the Company in the country, state or place outside Indian and to establish and maintain local registers and branch places of the main business in any part of the world.
23. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations or holding exhibitions.
24. To establish and carry on business of developing, setting of and maintenance of an Internet website and web designing, for its own use for services in India or abroad for the business of the Company.

iv. The existing Clause III (C) comprising clauses 1 to 8 be deleted permanently.

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

8. INCREASE IN THE BORROWING POWERS AND AUTHORITY TO CREATE CHARGE ON ASSETS 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 Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, which may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company, however such aggregate outstanding shall not exceed, at any given time, Rs.50 Crore (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and subject to the provisions of Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for creation of mortgage/hypothecation/ pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans,

foreign currency loans, debentures, bonds and /or other instruments or non fund based facilities availed / to be availed by the company and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowing up to an amount of Rs. 50 Crore(Rupees Fifty Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person."

9. AUTHORITY TO INVEST, PROVIDE LOANS OR GIVE GUARANTEE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186(2) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute/person authorized to exercise the powers conferred by this Resolution) to:

- a) make investment or acquire by way of subscription, purchase or otherwise, securities of any other body corporate; or
 - b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate,
- provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed Rs.50 Crore (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company or a duly constituted Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

**By Order of the Board of Directors
For M B PARIKH FINSTOCKS LIMITED**

**Shalu Mishra
Company Secretary & Compliance Officer
(Membership No. A59736)**

Place: Mumbai

Date: 20th July, 2020

Registered Office:

705, Galav Chambers,

Sayajigunj, Vadodara – 390 005.

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular no 20/2020 dated May 05, 2020 and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) and not through physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held pursuant to the said MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to manish@csmanishb.in with copies marked helpdesk.evoting@cdslindia.com.
4. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and Circulars etc. from the company electronically. Members can do this by updating their email addresses with their depository participants.
5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers, etc to their depository participant ("DP"). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Link Intime Private Limited along with relevant evidences or supporting.
7. The 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 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 Company's RTA i.e. Link Intime India Private Limited.
8. SEBI has also made amendment to Regulation 40 of SEBI LODR Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment to SEBI LODR Regulations, Listed Companies and their Registrars and Transfer Agents ("RTAs") are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 1, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers, if they wish so. However, they can continue to hold shares in physical mode.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 8th August, 2020 to Friday, 14th August, 2020(both days inclusive).
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electric/demat form, the nomination form can be filed with the respective Depository Participants.
11. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the