



SRESTHA FINVEST LIMITED

F.Y. 2019 – 2020 | ANNUAL REPORT

CORPORATE INFORMATION

CIN : L65993TN1985PLC012047

Registered Address : No.35/1, Muthu Krishnan Street, Kondithope,
Chennai-600079

Website : www.srestha.co.in

Email : srestha.info@gmail.com

BOARD OF DIRECTORS

Mr. Kamlesh Parasmal - Wholetime Director / Chief Financial Officer

Mrs. Navitha Jain - Non Executive - Non Independent Director

Mr. Manmohan - Chairman, Non Executive Independent Director

Mr. Gopal Biharilal Ahuja - Non Executive Independent Director

STATUTORY AUDITORS

J.V RAMANUJAM & CO.
Chartered Accountants

COMPANY SECRETARY

A. Jithendra Kumar Bafna

Bankers : KOTAK MAHINDRA BANK

Share Registry : M/s. PURVA SHAREGISTRY (INDIA) PVT LTD
No. 9, Shiv Shakti IndEstt, J.R. Boricha Marg,
Lower Parel (East), Mumbai – 400011
Tel: 022 2301 2517 / 8261
email: support@purvashare.com
Website: www.purvashare.com

NOTICE

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting ("AGM") of the Members of Srestha Finvest Limited will be held on Wednesday, the 30th September 2020 at 09:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts of the Company:

To receive, consider and adopt the Audited financial Statements of the Company for the year ended 31st March, 2020 including audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

2: To appoint a Director in place of Mrs. Navitha Jain (DIN: 07492584), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Dheeraj T (DIN: 08834983) as a Non –Executive Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary 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") 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), Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), subject to approval of Reserve Bank of India, if any, and based on recommendation made by the Nomination and Remuneration Committee of the Company, Mr. Dheeraj T (DIN: 08834983) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) with effect from August 21, 2020 to hold office up to the date of 35th AGM of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and has also submitted a declaration that he meets the criteria for independence as provided in the Act and rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as a Non- Executive Independent Director, to hold office for a term of 5 (five) consecutive years with effect from August 21, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.:

4. Appointment of Mrs. Varalakshmi V (DIN: 03017336) as a Non – Executive Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary 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") 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), Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), subject to approval of Reserve Bank of India, if any, and based on recommendation made by the Nomination and Remuneration Committee of the Company, Mrs. Varalakshmi V (DIN: 03017336) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) with effect from August 21, 2020 to hold office up to the date of 35th AGM of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and has also submitted a declaration that he meets the criteria for independence as provided in the Act and rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as a Non- Executive Independent Director, to hold office for a term of 5 (five) consecutive years with effect from August 21, 2020 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.

**By Order of the Board of Directors
For SRESTHA FINVEST LIMITED**

**Place: Chennai
Date: 28/08/2020**

**Sd/-
A. Jithendra Kumar Bafna
Company Secretary**

Registered Office: No.35/1, Muthu Krishnan Street, Kondithope, Chennai – 600079
Email: srestha.info@gmail.com | Website: www.srestha.co.in | Tel: 044 – 2520 6006
CIN: L65993TN1985PLC012047

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Shareholders at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), MCA Circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circulars, and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM 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 the 35th AGM of the Company is being held through VC / OAVM in accordance with MCA Circulars and SEBI Circulars, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be made available for the 35th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/Authorization etc., (PDF/JPG Format) authorizing its representative to attend and vote on its behalf at the AGM through VC / OAVM. The said Resolution/Authorisation shall be sent to the Company by email through its registered email at srestha.info@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. Shareholders participating the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 3 and Item

No.4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company has opined that the special business under Item No. 3 and Item No. 4, being considered unavoidable, be transacted at 35th AGM of the Company.

7. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and other relevant information, if any in respect of director seeking appointment/re-appointment relating to item Nos. 2 is also annexed to the Notice.
8. The Register of Members and share transfer books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
9. Shareholders are requested to update their email ids and phone numbers with Registrar and Share Transfer Agent at <http://www.purvashare.com/email-and-phoneupdate/>
10. In line with MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report for F.Y. 2019-2020 is being sent electronically to all the shareholders whose email addresses are registered with the Company / Depositories. Member may note that Notice and Annual Report for the financial year 2019-20 has been uploaded on the website of the Company at www.srestha.co.in. The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and MSEI Limited (www.msei.in) and also from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
11. Shareholders holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Purva Share Registry (India) Private Limited (Purva). In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent of the Company, i.e., Purva Share Registry (India) Private Limited in case the shares are held by them in physical form.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated registration of PAN (Permanent Account Number) and Bank Account details for all security holders. Shareholders holding shares in demat form are requested to submit their PAN and Bank Account details to their respective Depository Participant(s) along with a self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Shareholders are requested to submit a copy of bank passbook/statement attested by the bank. Shareholders holding shares in physical form can submit the aforesaid information to the Registrar and Share Transfer Agent of the Company.
14. In accordance with Regulation 40 of SEBI Listing Regulations, as amended from time to time, with effect from, April 1, 2019, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Accordingly, the Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. All communications in respect of share transfers, dematerialization and change in the address of the Shareholders may be communicated to the Registrar and Share Transfer Agent of the Company, i.e., Purva Shareregistry (India) Private Limited
15. Shareholders can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Shareholders desiring to avail this facility may send their nomination in the prescribed Form No. SH-13, duly filled in to the Registrar and Share Transfer Agent of the Company, i.e., Purva Shareregistry (India) Private Limited. Shareholders holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. The aforesaid forms will be made available to the Shareholders on request.
16. The Explanatory Statement, Registers and all other documents referred to in the accompanying Notice, will be available for inspection in electronic mode. Shareholders can inspect the same by sending an email to the Company at srestha.info@gmail.com till the date of AGM.
17. To promote/ support green initiative, shareholders are requested to register / update their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Shareholders holding the shares in physical form may register/ update their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
18. Since the AGM of the Company is being held through VC/OAVM Facility, the Route Map is not annexed to this Notice.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

19. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Shareholders to enable them to cast their votes electronically.
20. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Shareholders are provided with the facility to cast their votes on all resolutions through e-voting services provided by CDSL. Resolution(s) passed by Shareholders through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner List maintained by the Depositories as on the cut-off date, i.e., Wednesday, September 23, 2020.
22. Shareholders whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Wednesday, 23rd September, 2020 shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
23. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, i.e., Wednesday, 23rd September, 2020, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if a member is already registered with CDSL for remote e-voting then existing User ID and password can be used for casting the vote.
24. L. Ramesh & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting during the AGM and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.srestha.co.in and communicated to the Bombay Stock Exchange Limited (BSE) and Metropolitan Stock Exchange of India Limited (MSEI), where the shares of the Company are listed.

PROCEDURE FOR REMOTE E-VOTING ARE EXPLAINED BELOW:

- a) The remote e-voting period begins on 27th September 2020 at 9.00 A.M. and ends on 29th September 2020 at 05.00 P.M. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Wednesday, 23rd September, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- c) Log on to the e-voting website www.evotingindia.com during the voting period.
- d) Click on Shareholders/Shareholders Tab.
- e) Now, select "Srestha Finvest Limited" from the drop down menu and click on "SUBMIT";
- f) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- g) Next enter the Image Verification as displayed and Click on Login.
- h) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- i) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Shareholders holding shares in Demat Form and Physical Form:

| | |
|------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders 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. |
|------------|--|

| | |
|---|--|
| | <ul style="list-style-type: none"> • 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 1 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> <p>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 (f).</p> |

- j) After entering these details appropriately, click on "SUBMIT" tab.
- k) Shareholders holding shares in physical form will then directly reach the EVSN selection screen. However, Shareholders 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.
- l) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the relevant Company "Srestha Finvest Limited" on which you choose to vote.
- n) 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.
- o) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- p) 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.
- q) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- s) If 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.
- t) Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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.

u) 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 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address srestha.info@gmail.com, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID'S ARE NOT REGISTERED WITH THE DEPOSITORIES

FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical Shareholders:

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat Shareholders:

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

PROCEDURE FOR E-VOTING DURING THE AGM ARE AS UNDER:

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- c) If any Votes are casted by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/Shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Shareholders login where the EVSN of Company will be displayed.
2. Shareholders can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

participation at the AGM through VC/OAVM will be made available to at least 1000 Shareholders on first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.

3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their

registered email ID's mentioning their name, demat account number/folio number, mobile number at srestha.info@gmail.com at least 7 days before the AGM. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

6. Shareholders who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at srestha.info@gmail.com at least 7 days before the AGM.

Shareholders who need any technical assistance before or during the AGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

**By Order of the Board of Directors
For Srestha Finvest Limited**

**Place: Chennai
Date: 28/08/2020**

**Sd/-
A. Jithendra Kumar Bafna
Company Secretary**

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

Item No. 3

Based on recommendation made by Nomination and Remuneration Committee, It is hereby proposed to appoint Mr. Dheeraj T as Director of the Company under the Category of Non-Executive Independent Director and whose office shall not be liable to retire by rotation at the forthcoming Annual General Meeting. In the opinion of the Board, Mr. Dheeraj T fulfills the conditions for appointment as a Non-Executive Independent Director as specified in the Act and relevant rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and he is independent of the Management and possesses appropriate skills, experience and knowledge which would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dheeraj T as a Non- Executive Independent Director.

The Company has received a declaration from Mr. Dheeraj T confirming that he meets the criteria of independence under the Companies Act, 2013 and relevant rules framed thereunder and SEBI Listing Regulations. Further, the Company has also received Mr. Dheeraj T's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Dheeraj T is Professional having vast experience of about 10 years into field of Accountancy, Audits and Management Functions. Additional information in respect of Mr. Dheeraj T, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice

Accordingly, the Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for the approval by the Members of the Company.

Except Mr. Dheeraj T, none of the Directors of the Company or Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the proposed resolution.

Item No. 4

The Board, based on recommendation of Nomination and Remuneration Committee, hereby proposes to appoint Mrs. Varalakshmi V as Non-Executive Independent Director of the Company and whose office shall not be liable to retire by rotation at the forthcoming Annual General Meeting. Mrs. Varalakshmi V is engaged in service and has experience of about 20 years into field of Accountancy and Audit practices. Additional information in respect of Mrs. Varalakshmi V, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice

The Company has also received a declaration from Mrs. Varalakshmi V confirming that she meets the criteria of independence under the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Varalakshmi V consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mrs. Varalakshmi V fulfills the conditions for appointment as a Non-Executive Independent Director as specified in the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the Management and possesses appropriate skills, experience and knowledge which would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Varalakshmi Vas a Non- Executive Independent Director.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for the approval by the Members of the Company.

Except Mrs. Varalakshmi V, none of the Directors of the Company or Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For Srestha Finvest Limited**

Sd/-

**A. Jithendra Kumar Bafna
Company Secretary**

**Place: Chennai
Date: 28/08/2020**

Annexure - A

Details of Directors seeking appointment at the 35th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

| Name of the Director | MRS. NAVITHA JAIN | MR DHEERAJ T | MRS VARALAKSHMI V |
|--|--|--|---|
| Date of Birth | 29/07/1982 | 31/12/1986 | 02/09/1989 |
| Nature of Appointment | Re-appointment | Appointment | Appointment |
| Date of Appointment | 09/03/2019 | 21/08/2020 | 21/08/2020 |
| Relationship with Directors and Key Managerial Personnel | Spouse of Kamlesh Parasmal | None | None |
| Qualifications | Bachelor Of Commerce (B.Com) | Bachelor Of Commerce (B.Com) | Bachelor Of Commerce (B.Com) |
| Experience | 05 years of Rich Experience in Business Administration | 10 years of Rich Experience in Accounts, Audit and Management Administration | 20 years of Rich Experience in Accounts and Audit Practices |
| Expertise in specific functional area | Experience in Business Administration | Experience in Audits, Management and Accounting | Experience in Audit and Accounting |
| Directorship in other Companies | - | - | - |
| Chairman/Member of Committees of other companies | - | - | - |
| Shareholding in the Company | 0.0006% | - | - |

Note: The proposal for appointment of Directors has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation, wherever applicable and subject to approval from Reserve Bank of India, if any