

Annual Report

2017 - 2018

TRANS FINANCIAL RESOURCES LIMITED

CIN: L70100GJ1994PLC022954

-: REGD. OFFICE :-

**4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT,
NAVRANGPURA, AHMEDABAD-380009.**

TRANS FINANCIAL RESOURCES LIMITED

BOARD OF DIRECTORS :

MR. HARISHKUMAR RAJPUT	DIN:06970075	MANAGING DIRECTOR & CFO
MR. JAIMINKUMAR SHAH	DIN:06920281	INDEPENDENT DIRECTOR
MRS. PRITI PATEL	DIN:01942347	NON EXECUTIVE DIRECTOR
MRS. BHARTI SHARMA	DIN:07440079	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL :

COMPANY SECRETARY & COMPLIANCE OFFICER : MR. DHANAJAY H. TRIVEDI
CHIEF FINANCIAL OFFICER : MR. HARISHKUMAR B. RAJPUT

AUDITORS :

STATUTORY AUDITOR :

M/S. HARISH V. GANDHI & CO

Chartered Accountants

D-307, TITANIUM CITY CENTER, 100' ANANDNAGAR ROAD,
SATELLITE, AHMEDABAD-380015

SECRETARIAL AUDITOR :

M/S. A. SHAH & ASSOCIATES

Practicing Company Secretaries

D- 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,
NEHRUNAGAR, SATELLITE, AHMEDABAD

REGISTRAR & SHARE TRANSFER AGENT :

M/S. LINK INTIME INDIA PVT LTD

5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre,
Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad, Gujarat, 380009.
Contact No.: 079-26465179 FAX: 079 - 26465179 Mail ID: ahmedabad@linkintime.co.in

STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:

BSE LIMITED

25TH FLOOR, P. J. TOWERS, DALAL STREET,
FORT, MUMBAI – 400001.

CONTACT DETAILS:

CIN: L70100GJ1994PLC022954

REGISTERED OFFICE ADDRESS :

4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT,
NAVRANGPURA, AHMEDABAD GJ 380009 IN
CONTACT NO.: 079 26402089
EMAIL ID: tfr14444@gmail.com
WEBSITE: www.transfinancialrltd.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 23RD ANNUAL GENERAL MEETING OF TRANS FINANCIAL RESOURCES LIMITED WILL BE HELD AT REGD. OFFICE AT 4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT, NAVRANGPURA, AHMEDABAD-380009 ON 29th SEPTEMBER, 2018 AT 11.00A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, 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. PRITIBEN PATEL (DIN: 01942347)**, who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions contained in Section 13, 61 and other applicable provisions, if any, of Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014, authorized Share capital of the company be and is hereby increased from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) Equity shares of Rs. 10/- each to Rs. 12,50,00,000/- (Rupees Twelve crore fifty lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lacs) Equity shares of Rs. 10/- each."

"RESOLVED FURTHER THAT pursuant to section 61(1)(a) and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014 the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Capital of the company is Rs. 12,50,00,000/- (Rupees Twelve crore fifty lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lacs) Equity shares of Rs. 10/- each."

4. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013:

To consider and if thought fit, to pass with or without modification, Following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), existing capital Clause (V) be and are hereby substituted by inserting Clause (V) as per draft MOA."

"RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Memorandum of Association, be and is hereby adopted and substituted in the place of existing Memorandum of Association of the Company as per Table-A of Schedule-I of the Companies Act, 2013."

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013:

To consider and if thought fit, to pass with or without modification, Following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 14 of Companies Act 2013 read with provisions of section 61 of the Companies Act 2013 such other provisions as may be applicable and subject to such notification, amendments, re-enactment thereof, and subject to such other approvals, permissions of Registrar of Companies Gujarat and other applicable laws, regulations, the new set of Articles of Association, be and is hereby adopted and substituted in the place of existing Articles of Association of the Company as per Table-F of Schedule-I of the Companies Act, 2013."

6. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO VARIOUS ALLOTTEES:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, Section 62(1)(c) and all other applicable provisions,

if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with Memorandum of Association, Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the company's shares are listed, and any other rules/regulations/guidelines, notification, circulars issued thereon from time to time by Government of India in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, SEBI (Listing Obligation and Disclosure Requirements), 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, and SEBI (Prohibition of Insider Trading) Regulations 2015 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary from regulatory or other appropriate authority including but not limited to SEBI, BSE and all such other approvals, the consent of the Company be and is hereby accorded to the Board of directors of the Company ("the Board") which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution, to issue, offer, allot up to "6666668" fully paid Equity Shares of Rs. 10/- each on a preferential basis for cash at an issue price of Rs. 15/- per share (including share premium of Rs.5 per Equity Share) aggregating to Rs. 10,00,00,020/- to the below mentioned individual allottees in accordance with the provision of Chapter VII of SEBI (ICDR) Regulations, 2009 on Preferential Allotment basis.

S.R. NO.	NAME OF PROPOSED ALLOTTEES	PAN	CATEGORY	NO. OF EQUITY SHARES TO BE ALLOTTED
1	RISHI HITEN PARIKH	AAIPP6682M	PROPOSED PROMOTER	3333334
2	SIDDHARTH HANS	AOGPS8160M	PROPOSED PROMOTER	3333334

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provision of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is August 30, 2018, being the date 30 days prior to the date of this Annual General Meeting;

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investors in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT the Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to issue and allot such number of Equity shares as may be required to be issued and shall seek listing of the said shares at all such stock Exchanges where the Equity Shares are already listed."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint

any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

7. RECLASSIFICATION OF PROMOTERS UNDER REGULATION 31(A) OF SEBI (LODR) REGULATIONS 2015:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of members for Preferential allotment of 66,66,668 Equity Shares of Rs. 10/- each to 2 individual allottees as mentioned above at Resolution No.6 above and subject to approval of the Recognized Stock Exchange where the securities of the Company are listed, consent of the members of the Company be and is hereby accorded to include and classify the name of 2 proposed individual allottees, as Promoter and Promoter Group of the Company and that the names of existing 6 individual & entities, the persons constituting the existing promoter & promoter group holding 13,10,800 Equity Shares of the company representing 26.12% of pre-preferential share capital of the Company, be removed and reclassified from promoters/ promoter group to public shareholders from the list of promoters/ promoter group in the shareholding pattern being filed by the Company and the same shall be communicated to the Bombay Stock Exchange Limited (BSE) for their approval.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to file the necessary applications before the BSE Limited and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

8. INCREASE IN THE LIMIT OF SHAREHOLDING BY REGISTERED FOREIGN INSTITUTIONAL INVESTORS (FIIS) FROM 24% TO 49% AND NON RESIDENT INDIANS (NRI) ON REPATRIATION BASIS FROM 10% TO 24% OF THE PAID UP CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the “FII”) registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called and/or Non Resident Indians (NRI), to make investment in any manner in the equity shares of the Company up to an aggregate limit of 49% (Forty Nine percent) & 24% of the paid-up equity share capital of the Company in case of NRI on repatriation basis; provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

“**RESOLVED FURTHER THAT** there is no limit for the Shareholding of Non Resident Indians (NRI) in case of shares held on non repatriation basis.”

“**RESOLVED FURTHER THAT** the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and it is hereby authorised to settle all matters arising out of and incidental to the above mentioned increase in FII/FPI limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution.”

Place : AHMEDABAD
Date : 04/09/2018

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, TRANS FINANCIAL RESOURCES LIMITED

MR. JAIMINKUMAR SHAH
DIRECTOR
(DIN:06920281)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from CSDL / NSDL as on close of business hours on **17th August, 2018**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
5. Pursuant to Amendment in Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette Notification dated June 8, 2018, transfer in securities of the Company shall be allowed in dematerialized form only w.e.f. December 5, 2018 and therefore shareholders of the Company still holding shares in physical form are hereby advised to dematerialize their shares as soon as possible. Transfer of the shares in physical form shall not be allowed after December 5, 2018.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting asset out in the Notice is annexed hereto.
7. As a measure of economy, copies of the Notice of AGM will not be distributed at the Meeting. Members are therefore, requested to bring their copies of the Notice of AGM to the Meeting.
8. Members are requested to quote Folio number in all their correspondences.
9. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **24TH September, 2018**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from **09.00 A.M. on 26th September, 2018 and end at 5:00 P.M. on 28th September, 2018**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of General Meeting.
11. The Member who transfers his / her shares before the Cut-off date i.e. **24TH September, 2018**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
12. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date, may request to the Company on registered mail ID of the company i.e. **tfri4444@gmail.com** to obtain the User ID & Password.
13. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CSDL <http://www.evotingindia.com> on or before **11.00 a.m. on 01ST OCTOBER, 2018** and communicated to the BSE Limited where the shares of the Company are listed.

THE INSTRUCTIONS FOR E-VOTING:**SECTION A - E-VOTING PROCESS:**

- (i) The voting period begins **09.00 A.M. on 26th September, 2018 and end at 5:00 P.M. on 28th September, 2018**. 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 **24TH September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If 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.
- (viii) 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> <p>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.</p> <p>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.</p>
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 (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN "**180828058**" for the relevant Company Name i.e. **TRANS FINANCIAL RESOURCES LIMITED** on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (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 Corporate.
 - 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.
 - 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

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The E-Voting period commences on **09.00 A.M. on 26th September, 2018 and end at 5:00 P.M. on 28th September, 2018** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. **24TH September, 2018** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s A SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **11.00 A.M. on 01ST OCTOBER, 2018** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. 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

INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 WITH REGARD TO DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS THE FORTHCOMING ANNUAL GENERAL MEETING:

MRS.PRITIBEN PATEL(DIN: 01942347) – DIRECTOR

Name of the Director	MRS. PRITI MANISH PATEL
Director Identification Number (DIN)	01942347
Designation	DIRECTOR
Date of Appointment	17-02-2016
Date of Birth	20-10-1968
Brief Profile/ Nature of Expertise	She is having expertise in field of share & stocks market and business of trading, hire purchasing and leasing.
Names of other companies in which the person also holds the directorship	1. SAFFRON FINANCE LIMITED 2. AQUARIN EXIM LIMITED
Names of companies in which the person also holds the membership of Committees of the Board	NA
Number of Equity Shares held in the Company & %	131700 (2.62%) equity shares
Relationship between directors inter-se	NA

EXPLANATORY STATEMENT**(Pursuant to section 102 of the Companies Act, 2013)****ITEM NO. 3:**

The company intends to raise the funds from public to expand the business activities of the company. Hence, authorized share capital of the company is also need to be increased. The board of directors of the company at its meeting held on 4th September, 2018 has proposed to increase the authorized share capital of the company due to which the existing capital clause of Memorandum of Association needs to be altered.

The Authorized Capital of the company is Rs. 12,50,00,000/- (Rupees Twelve crore fifty lakhs only) divided into 12500000 (One Crore Twenty Five Lacs) Equity shares of Rs. 10/- each."

The proposed resolution seeks the members' approval to alter capital clause in the Memorandum of Association of the company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Special Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors and Key Managerial Personnel or their relatives in any way is concerned or interested in the Resolution.

ITEM NO. 4 & 5:

The existing Memorandum of Association and Article of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (?New Act?). It is thus expedient to adopt new Clause (V) of Memorandum of Association, in place of the existing Clause (V) of the Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013 and to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013. Hence the Board of Directors proposed to adopt amended Memorandum of Association and Article of Association in place of existing Memorandum of Association and Article of Association of the Company and seeks shareholders 'approval for the same.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors and Key Managerial Personnel or their relatives in any way is concerned or interested in the Resolution.

ITEM NO. 6:

The Company is engaged in carrying on business activity of Infrastructure and Real Estate.

The company requires additional funds to carry out its business activity, for long term working capital requirements and general corporate purpose to augment the growth and improve the financial performance of the Company and it was thought fit to bring more funds to the company by way of issue of Equity Shares on Preferential basis.

Board of directors at its meeting held on September 4, 2018 after considering various sources of funding while at the same time maintaining the minimum public shareholding at 25% post issue, deemed it appropriate to issue, allot 66,66,668 Equity shares of Rs. 10/- each at an issue price of Rs. 15/- per share (including share premium of Rs.5 per Equity Share) aggregating to Rs. 10,00,00,020/- on preferential basis to following individual allottees.

SR. NO.	NAME OF ALLOTTEES	PAN	CATEGORY	PRE HOLDING (%)	NO. OF EQUITY SHARES TO BE ALLOTTED	CONSIDERATION PAYABLE (Rs.)	POST HOLDING (%)
1	RISHI HITEN PARIKH	AAIPP6682M	PROPOSED PROMOTER	0	3333334	5,00,00,010/-	28.52
2	SIDDHARTH HANS	AOGPS8160M	PROPOSED PROMOTER	0	3333334	5,00,00,010/-	28.52
	TOTAL				6666668	10,00,00,020/-	57.05

The Issue Shares allotted to the Investor shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.