

EMERGENT INDUSTRIAL SOLUTIONS LIMITED

(formerly Emergent Global Edu and Services Limited)

CIN L80902DL1983PLC209722

Regd. Office: 8-B, 'Sagar', 6, Tilak Marg, New Delhi – 110 001;

Phones: (91) (11) 2378 2022, 2338 2592 ; Fax: (91) (11) 2378 2806, 23381914 ;

Email: soti@somanigroup.com; cs@somanigroup.com; Website: www.eesl.in

September 5, 2020

2272 3719
2272 2037

Manager – Listing,
Corporate Relationship Department
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai –400 001

Scrip Code: 506180

Subject: Compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015

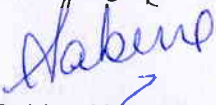
Dear Sir,

This is to inform you that :

- a) The Annual General Meeting of the Company to be held on Wednesday, September 30, 2020.
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 23rd September, 2020 to Wednesday, the 30th September, 2020 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
- c) In compliance of the captioned Regulations, we are enclosing herewith the Notice of 37th Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2020.

Thanking you,

Yours faithfully,
For Emergent Industrial Solutions Limited


(Sabina Nagpal)
Compliance Officer



Encl:a/a

EMERGENT INDUSTRIAL SOLUTIONS LIMITED
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EMERGENT INDUSTRIAL SOLUTIONS LIMITED
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NOTICE

Notice is hereby given that the 37th Annual General Meeting of the members of **Emergent Industrial Solutions Limited** (formerly Emergent Global Edu and Services Limited) will be held on Wednesday, 30th September, 2020 at 10:30 A.M at Startup Tunnel, D-57, 100 Feet Rd, Pocket D, Dr Ambedkar Colony, Chhattarpur, New Delhi, 110074 to transact the following business:

I. ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt:

- i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with reports of Directors and Statutory Auditors thereon.
- ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with reports of the Statutory Auditors thereon.

2. Appointment of Director

To appoint a Director in place of Mrs. Shobha Sahni, (DIN 07478373) who retires by rotation and being eligible offers herself for re-appointment.

3. To appoint M/s O.P.Bagla & Co LLP, Chartered Accountants (FRN: 000018N/N500091) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the 37th Annual General Meeting (AGM) till the conclusion of the 42nd AGM of the Company

To consider and if thought fit, to Pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the recommendations of Audit Committee, the approval of members be and is hereby accorded to appoint M/s O.P.Bagla & Co LLP, Chartered Accountants (FRN: 000018N/N500091) as Statutory Auditors of the Company in place of M/s Rajendra K.Goel & Co, Chartered Accountants (FRN 001457N) the retiring statutory auditor, to hold the office for a period of 5 (five) years from conclusion of the 37th Annual General Meeting (AGM) till the conclusion of the 42nd AGM of the Company to be held for the year 2024-25, at such remuneration plus taxes, out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”

II. SPECIAL BUSINESS:

4. Approval for Related Party Transactions at arm’s length and in ordinary course of business

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s Indo International Trading FZCO, Dubai, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of Coal, Coke, steel, iron ore, ferro alloys ores including manganese ore and related raw materials, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.300 Crore (Rupees Three Hundred Crores) for the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities including Governmental authorities in this regard if required, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

5. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

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

“ RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.50 Crores (Rupees Fifty Crores only) notwithstanding that the same is over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution. “

6. Fixation of fees for delivery of any document through a particular mode of delivery to a Member

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 read with the applicable rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its duly empowered Committee(s) constituted or to be constituted by it to exercise its powers including the powers conferred by this resolution) to determine the fee

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to be charged from a Member in order to enable recovery of expenses incurred by the Company towards complying with requests for delivery of any documents through a particular mode.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Sd/

Date:27.08.2020

Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

Notes

- a. The statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts, in respect of Item No. 3, 4, 5 & 6 is annexed hereto.
- b. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**
- c. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and the Share Transfer books of the Company will be closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
- d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- e. In case of Joint holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
- f. 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 the PAN to their Depository Participants with

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whom they are maintaining their demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

- g. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- h. Electronic copy of the notice of the 37th Annual General Meeting of the Company, annual report, notice of e-voting inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to the Company. Notice of the 37th AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.eesl.in and on the website of Bombay Stock Exchange (BSE) www.bseindia.com. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request. For members who have not registered their email address, physical copy of the notice of the 37th Annual General Meeting of the Company, notice of e-voting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22nd September, 2020.
- i. The Board has appointed Mr.Rahul Sharma, Practicing Company Secretary, New Delhi (CP No. 18610) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- j. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the 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 authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.eesl.in and on the website of NSDL. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited, Mumbai.
- k. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.

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- l. The notice of AGM is being sent to those members, whose names appear in the register of members as on Friday, the 28th August, 2020.
- m. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
- n. The route map of the venue is annexed hereto.
- o. VOTING THROUGH ELECTRONIC MEANS: i) Members can exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting votes by members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii) The remote e-voting will commence on Sunday, 27th September, 2020 at 9:00 AM and end on Tuesday, 29th September, 2020 at 5:00 PM. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 22nd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
- iii) Facility for voting through ballot paper shall also be available at the AGM. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot papers. There shall be no voting by show of hands at the AGM.
- iv). Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- p. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Sd/

Date:27.08.2020
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

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

Item No.3

Appointment of O P Bagla & Co LLP, Chartered Accountants as Statutory Auditors

M/s. Rajendra K.Goel & Co., Chartered Accountants (FRN 001457N) will hold office upto the ensuing Annual General Meeting. They have completed their tenure and are not eligible for re-appointment in terms of the provisions of Rotation of Auditors as prescribed in the Companies Act. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the forty second Annual General Meeting. Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the Board of Directors of the company in its meeting held on July 10, 2020 proposed to appoint M/s O.P.Bagla & Co LLP, Chartered Accountants (FRN: 000018N/N500091), as the Statutory Auditors of the company for a period of five years commencing from the conclusion of 37th AGM till the conclusion of the 42nd AGM subject to the approval of members.

M/s. O.P.Bagla & Co LLP, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

ITEM NO. 4

Approval for Related Party Transactions at arm's length and in ordinary course of business

Approval of the members is sought for the Company to enter into related party transactions in ordinary course of business and on arm length basis in compliance with the applicable provisions of the Act.

To ensure stability of supplies in terms of quality, quantity and logistics, your Company proposes to enter into transaction(s) for purchase of steel, coal, coke iron ore, ferro alloys and allied raw materials with Indo International Trading FZCo, Dubai (IIT), which is a related party of your Company. The total value of the proposed transaction(s) could reach approx.Rs.300 Crores (Rupees Three Hundred Crores) during financial year 2020-21.

As good governance, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with IIT in the financial year 2020-21. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with IIT are as follows:

- a) Name of Related Party: Indo International Trading FZCO
- b) Name of Director or KMP who is interested : Mr.Tarun Somani

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- c) Nature of relationship : Common directorship of Mr.Tarun Somani
- d) Nature, material terms, monetary value and particulars of contracts or arrangements: The transaction involves purchase of coal, coke, steel, iron ore, ferro alloys, ores including manganese ore for an aggregate value of Rs.300 crores (Rupees three hundred crores only) in the financial year 2020-21.
- e) Background of transaction: Cost effective and consistent supplies of commodities are the key requirements for the Company. The Company intends to procure bulk quantities to ensure consistent quantities.

Rationale for procuring from Indo International Trading FZCO: Indo International by virtue of the quantities it procures is in a better position to negotiate better rates/pricing from global suppliers and miners.

The said transactions have been recommended by the Audit Committee and Board of Directors for consideration and approval of members of the Company.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

Except Mr. Tarun Kumar Somani along with his relatives, none of the other Directors and Key Managerial personnel of the Company and/or their respective relatives are in any way, concerned or interested either directly or indirectly, in the resolution mentioned at Item No. 4 of this Notice.

ITEM NO.5

Approval for making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

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As per the latest audited Balance Sheet of the Company as on 31st March 2020, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.9.89 Crores while one hundred per cent of its free reserves and securities premium account amounts to Rs.11.92 Crores.

Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.11.92 Crores. As on 31st March 2020, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 6.41 Crores.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make loans/investments and issue guarantees/securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO.6

Fixation of fees for delivery of any document through a particular mode of delivery to a member.

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further, a Member may request the delivery of document through any particular mode by paying such fees as may be determined by the Members in the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the members for passing of the resolution as set out at item No: 6 of the Notice as an Ordinary resolution.

By Order of the Board of Directors
For Emergent Industrial Solutions Limited

Sd/

Date:27.08.2020
Place: New Delhi

(Sabina Nagpal)
Company Secretary and Law Officer

**EMERGENT INDUSTRIAL SOLUTIONS LIMITED
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Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

(Pursuant to Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS II) on General Meetings by ICSI)

Mrs.Shobha Sahni (DIN 07478373) (Age: 72 years) is a Non-executive Non-Independent Director. She is a graduate and has vast experience in the matters relating to administration and human resource development.

She has served in various Companies across India. She was first appointed in the Board as a Director liable to retire by rotation on March 30, 2016.

Mrs. Sahni does not hold any shares in the Company and is not related to any Director of the Company.

Presently Mrs.Sahni is not holding any other directorship.

The Board feels that presence of Mrs. Shobha Sahni on the Board would be beneficial to the Company.

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CIN L80902DL1983PLC209722

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Email : cs@somanigroup.com ; website:www.eesl.in

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2015]

CIN:**L80902DL1983PLC209722**

Name of the Company: **EMERGENT INDUSTRIAL SOLUTIONS LIMITED (formerly EMERGENT GLOBAL
EDU AND SERVICES LIMITED)**

Registered office: 8B, SAGAR APARTMENTS, 6, TILAK MARG, NEW DELHI-110001

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name: Address:

E-mail Id: Signature:

or failing him

2. Name: Address:

E-mail Id: Signature:

or failing him

3. Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2020 at 10:30 A.M. at Startup Tunnel - D-57, 100 Feet Rd, Pocket D, Dr Ambedkar Colony, Chhattarpur, New Delhi, 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sr. No.	RESOLUTIONS	Optional	
		For	Against
Ordinary Business			
1.	1. Ordinary Resolution for adoption of: i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with reports of the Directors and Auditors thereon. ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with reports of the Auditors thereon.		
2.	Ordinary Resolution to appoint Mrs. Shobha Sahni who retires by rotation and being eligible offers herself for re-appointment.		
3.	Ordinary Resolution to appoint M/s. O.P. BAGLA & CO LLP, Chartered Accountants (FRN: 000018N/N500091) as Statutory Auditors of the Company.		
Special Business			
4.	Ordinary resolution for Consent of the members for Related Party Transactions, in ordinary course of business and on arms length basis		
5.	Special Resolution for Consent of the Members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.		
6.	Ordinary Resolution Consent of Members for Fixation of fees for delivery of any document through a particular mode of delivery to a Member.		

Signed this..... day of..... 2020

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Attendance Slip

(To be presented at the entrance)

37th Annual General Meeting on Wednesday, 30th September, 2020 at 10:30 A.M. at Startup Tunnel - D-57, 100 Feet Rd, Pocket D, Dr Ambedkar Colony, Chhattarpur, New Delhi 110074

Folio No.

DP ID No.

Client ID No.

Name of the Member:

Signature:

Name of the Proxy holder:

Signature:

I hereby record my presence at the 37th Annual General Meeting of the Company held on Wednesday, 30th September, 2020 at 10:30 A.M. at Startup Tunnel - D-57, 100 Feet Rd, Pocket D, Dr Ambedkar Colony, Chhattarpur, New Delhi, 110074

1. Only Member/Proxy holder can attend the Meeting.

2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbsadvisory@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in