

SYSTEMATIX SECURITIES LTD.

Registered Office: 237, Kamalaya centre, 156-A Lenin Sarani, Kolkata (WB), Tel: 033-22157781, Fax No: 033-22155378
Web: www.systematixsecurities.com, E-mail – systematixctor@gmail.com, CIN: L65999WB1986PLC040357

Ref No.: SSL/ 2019-20

Date: 08.09.2019

The Manager (Listing & Corporate Services)
Bombay Stock Exchange Ltd.
Ground Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai
Maharashtra -400001

BSE Code: 531432

Sub: Notice of 33rd Annual General Meeting

Dear Sir,

We wish to inform you that 33rd Annual General Meeting of the Company is scheduled to be held on Monday, 30th September, 2019 at 10.30 A.M. at 237, Kamalaya Centre, 156-A Lenin Sarani Road, Kolkata INDIA

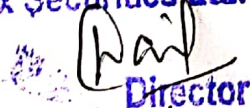
The Notice for the same is attached herewith.

Thanking you.

Yours faithfully,

For **SYSTEMATIX SECURITIES LTD.**

Systematix Securities Ltd.


Director

Rajesh Kumar Inani

Director

DIN: 00410591

Encl: a/a

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 33rd Annual General Meeting of the Members of Systematix Securities Ltd. will be held on Monday, 30th September, 2019 at 10.30 A.M. at 237, Kamalaya Centre, 156-A Lenin Sarani Road, Kolkata INDIA, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019, together with the Reports of the Board Directors and the Auditors thereon.
2. To ratification Auditors of the Company and fix their remuneration and in this regard to consider and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B. K. Dad & Associates, Chartered Accountants, Chittorgarh registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 018840C, the Retiring Auditors of the Company, be and are hereby rectifies the appointed as the Statutory Auditor of the Company for the Financial Year 2019-20 on such remuneration as may be fixed by the Board.

SPECIAL BUSINESS:

3. **Appointment of Smt. Anita Maheshwari as a Director 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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Anita Maheshwari (DIN: 08416603), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

4. **Appointment of Shri Basanti Lal Agal as a Director 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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof, for the time being in force), Shri Basanti Lal Agal (DIN: 08416577), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

5. **Appointment of Smt. Anita Maheshwari (DIN: 08416603) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Anita Maheshwari (DIN: 08416603), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

6. **Appointment of Shri Basanti Lal Agal (DIN: 08416577) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Basanti Lal Agal (DIN: 08416577), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive year and whose office shall not be liable to retire by rotation".

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

(Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions if any, consent of the members be and is hereby accorded for continuing the directorship of Shri Basanti Lal Agal (DIN: 08416577) as Independent Director after attain age of seventy five year during the second term of five consecutive years.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

7. Shifting of registered office 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 provision of Section 13 read with Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) thereof or re-enactment thereof for the time being in force) read with Company (Incorporation) Rules 2014 and subject to the approval/sanction/permission of the, Registrar of Companies, West Bengal Regional Director, Eastern Region or any other appropriate authorities, statutory or otherwise, as are required, consent of the members of the company be and is hereby accorded to shift the registered office of the company from 237, Kamalayan, Centre 156-A Lenin Sarani , Kolkata(W.B.)in the State of West Bengal to Plot No. 35,Old Industrial Area, Chittorgarh 312001 in the State of Rajasthan i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC-Jaipur and that clause II of the Memorandum of Association be altered accordingly to read as under:

II. The registered office of the company will be situated in the state of Rajasthan.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Two Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

8. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of section 20 of the Companies Act, 2013 and other applicable provisions, if any of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of service mentioned above provided such request along with the requisite fee had been duly received by the company at least one week advance of the despatch of the document by the company and that no such request shall be entertained by the company to post the despatch of such document by the company to the shareholder.

RSOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

By order of the Board

Place: Chittorgarh
Date: 14th August, 2019

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591

Notes:

Notes:-

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE THE MEMBER OF THE COMPANY. The Instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office of the Company not less than 48 hours before the commencement of Meeting.
- A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
- 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.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with Company to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2018-19 will also be available for the Company's website i.e <http://www.systematixsecurities.com>
- The Register of Members and share transfer book of the Company will remain closed during the period from Tuesday 24th Day of September, 2019 to Monday 30th Day of September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

- A statement pursuant to Section 102(1) of the Companies Act 2013, relating to the special business to be transacted at the meeting is annexed hereto.
- Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P.
- The Company has designated an exclusive email ID systematixctor@gmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar and Share Transfer Agents/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank.
- Additional information pursuant to Regulation 36(3) of the Listing Regulation with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents/declarations for their appointment /re-appointment.
- Electronic copy of the Annual Report for 2019 is being sent to all the Members whose e-mail ids are registered with the Company for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members who do not yet register their e-mail id so far are requested to register the same with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to our Registrar Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P for sending the document in electronic form.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically

instead of casting their vote at the meeting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- (i) The e-voting period begins on Friday, 27th September, 2019 from 10.00 A.M. and ends on Sunday, September, 29th 2019 at 5.00 p.m. During this period shareholders' of the Company, as on the cut-off date (record date) of Monday 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "SYSTEMATIX SECURITIES LTD." from the drop down menu and click on "SUBMIT"
- (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> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio sequence number in the PAN Field. • In case the foilo 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank details in order to login. If 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).
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- (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 for the relevant < SYSTEMATIX SECURITIES LTD.> 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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
- M/S Alok Chandak & Associates, Practicing Company Secretary (Membership No.10250) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer, immediately after conclusion of voting at the Annual General Meeting shall first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director of the Company, who shall countersign the same and declare the result of the voting forthwith
- The Results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's website <http://www.systematixsecurities.com> and website of CDSL and will be communicated to the stock exchange.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

Place: Chittorgarh
Date: 14th August, 2019

By order of the Board

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 3-6 of the accompanying Notice dated 14th August, 2019.

Item No. 3

Smt. Anita Maheshwari (DIN: 08416603) was appointed as Additional Director of the Company with effect from 22nd April, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Smt. Anita Maheshwari (DIN: 08416603), as a Director of the Company along with a deposit as required under the aforesaid Section.

Except Smt. Anita Maheshwari (DIN: 08416603) none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 4

Shri Basanti Lal Agal (DIN: 08416577) was appointed as Additional Director of the Company with effect from 22nd April, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from a member signifying his intention to propose Shri Basanti Lal Agal (DIN: 08416577), as a Director of the Company along with a deposit as required under the aforesaid Section.

Except Shri Basanti Lal Agal (DIN: 08416577), none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice

Your Directors recommend the resolution for your approval.

Item No. 5

In the opinion of the Board, Smt. Anita Maheshwari (DIN: 08416603) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 30th

May, 2019 has approved the appointment of Smt. Anita Maheshwari (DIN: 08416603), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing their candidature for the office of Directors.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Anita Maheshwari (DIN: 08416603) as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Smt. Anita Maheshwari (DIN: 08416603) have been received by the Company, and consents have been filed by Smt. Anita Maheshwari (DIN: 08416603) pursuant to Section 152 of the Act.

Smt. Anita Maheshwari (DIN: 08416603) is a graduate. He has vast experience in different fields.

The Board recommends the resolution at item no 5 of this notice for approval of the members.

Except Smt. Anita Maheshwari (DIN: 08416603), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting Smt. Anita Maheshwari (DIN: 08416603) is not related to any Director of the Company.

Item No. 6

In the opinion of the Board, Shri Basanti Lal Agal (DIN: 08416577) fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

On the basis of the report of performance evaluation and on recommendation of Nomination and in terms of the provisions of Section 149, 150, 152 read with schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board of Directors of the Company in their meeting held on 30th May, 2019 has approved the appointment of Shri Basanti Lal Agal (DIN: 08416577), as an Independent Director for a term of five consecutive years, subject to the approval of the shareholders and shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member(s), proposing their candidature for the office of Directors.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirement) Regulation 2015, provides that a Non-Executive Director, who has attained the age of 75 years, can be appointed as a Non-Executive Director, if approved by the members by passing a special resolution in the general meeting of the Company.

Keeping in view, the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Basanti Lal Agal (DIN: 08416577) as an Independent Director.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent & eligibility certificate to continue to act as Director of the Company, if so appointed by the members.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Basanti Lal Agal (DIN: 08416577) have been received by the Company, and consents have been filed by Shri Basanti Lal Agal (DIN: 08416577) pursuant to Section 152 of the Act.

The Board recommends the resolution at item no 10 of this notice for approval of the members.

Except Shri Basanti Lal Agal (DIN: 08416577), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice of the Annual General Meeting Shri Basanti Lal Agal (DIN: 08416577) is not related to any Director of the Company.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Shri Basanti Lal Agal (DIN: 08416577) have been received by the Company, and consents have been filed by Shri Basanti Lal Agal (DIN: 08416577) pursuant to Section 152 of the Act.

The Board recommends the resolution at item no 6 of this notice for approval of the members.

Except Shri Basanti Lal Agal (DIN: 08416577), being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the Annual General Meeting Shri Basanti Lal Agal (DIN: 08416577) is not related to any Director of the Company.

Item No. 7

The registered office of the company is presently situated at 237, Kamalayan, Centre 156-A Lenin Sarani Kolkata (W.B.). Now company wants to shift new office at Plot No. 35, Old Industrial Area, Chittorgarh 312001 and all the operations of the company and administrative activities of the company are carried out at new office because of most of the shareholder situated in Madhya Pradesh and Rajasthan and company most of activities done from Rajasthan.

In order to facilitate effective and efficient management of the day to day affairs of the company, the Board of Directors of the company at their meeting held on 14.08.2019

proposed to shift the registered office of the company from 237, Kamalayan, Centre 156-A Lenin Sarani Kolkata (W.B.) to Plot No. 35, Old Industrial Area, Chittorgarh 312001 State of Rajasthan i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC-Rajasthan.

In terms of the provisions of Section 12 of the Companies Act, 2013 and the rules made thereunder, approval of the members is required by passing a Special Resolution and subsequent approval for the approval of the Central Government is also required pursuant to the provisions of Section 13(4) of the Companies Act and the Rules made thereunder.

Accordingly, consent of the members is sought by passing a Special Resolution as set out in Notice for shifting of Registered Office of the company from Kolkata, West Bengal to Chittorgarh, Rajasthan.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned to interested in the proposed resolution as set out in Notice.

The Board recommends the Special Resolution as set out in item no. 7 for approval of the members.

Item No. 8

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 post or by registered post or by speed post or by courier or deliver at his office address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in item no. 8 for approval of the members

By order of the Board

Place: Chittorgarh
Date: 14th August, 2019

Sd/-
Rajesh Kumar Inani
Director
DIN: 00410591