

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of Capital Finvest Limited will be held on Monday, 26th Day of September, 2022 at 11.00 A.M. at the Registered Office of the Company at 1002, Arunachal, 19 Barakhamba Road, New Delhi – 110 001, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited financial statement of the company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Lalit Kumar (DIN 00059732), who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s SRDP & CO., Chartered Accountants (Registration No. 509930C), be and are hereby reappointed as Auditors of the Company for a term of 5(five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 43th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To reappoint Shri Arun Kumar Garg (DIN 00161007) as Non Executive Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

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“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 “(the Act)” read with the companies (Appointment and Qualification of Directors) Rules, 2014 and the other applicable Rules made there-under(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Arun Kumar Garg, be and is hereby reappointed as Non-Executive Independent Director of the Company to hold office for five(5) consecutive years from the conclusion of this Annual General Meeting till 25th September 2027 not liable to retire by rotation.”

**By order of the Board of Directors
For CAPITAL FINVEST LIMITED
RATTAN SINGHANIA
Whole Time Director
DIN No. 00147685**

**Place : New Delhi
Dated: 12-08-2022**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to the special Business to be transacted at the Annual General Meeting, is annexed hereto.**

CAPITAL FINVEST LIMITED

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3. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 19th September, 2022 to 26th September, 2022, both days inclusive in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.
6. As a measure of economy and a step toward green initiative, Members are requested to bring copy of Annual Report / Notice to the meeting.
7. Members who have not already submitted their Permanent Account Number (PAN) & Email Id's, are requested to submit the same.
8. All documents referred in the accompanying Notice and Statutory records etc. are open for inspection at the Office of the Company during office hours on all working days, up to and inclusive of the date of the Annual General Meeting.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

CAPITAL FINVEST LIMITED

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10. Electronic copy of the Notice of the Annual General Meeting of the Company 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 Participant(s) for communication purposes. If the shares are held in physical form, copies of all such communication can also be obtained in physical form from the company free of cost upon request.
11. The Registers maintained pursuant to provisions of Sections 170 and 189 of the Companies Act, 2013 and Rules made thereunder will be made available for inspection by Members of the Company at the Meeting.
12. PROFILE OF DIRECTORS SEEKING REAPPOINTMENT AT THE ENSUING 38th AGM
(Refer Item NO. 2 & 4 of the Notice for AGM)

Name of the Director	LALIT KUMAR	ARUN GARG
DIN	00059732	161007
Date of Birth	12-01-1952	21-03-1963
Date of Re-appointment	26-09-2022	26-09-2022
Profile/ Expertise in Specific functional Areas	A Fellow Member of The Institute of Chartered Accountants of India having vast knowledge in financial and company law matters.	A Fellow Member of the Institute of Chartered Accountants of India having vast knowledge in Investment Strategies and Stock and Commodities Market Operations.
Qualifications	B.Com, FCA	B.Com, FCA
List of directorship in other Public Companies. (As on 31 st March 2022)	-----NIL-----	Ess Kay Mercantiles Limited
Shares held by the Director	501 Equity Shares	1000 Equity Shares
Relationship with other Director(s)	NONE	NONE

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13. SEBI has recently mandated furnishing of Permanent Account Number (PAN), KYC details (i.e. Postal Address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Member will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents / details are not available in the Folio(s). RTA shall be constrained to freeze such Folio(s).
14. **Voting through electronic means:**
Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September, 2022 at 11.00 A.M. and ends on 25th September, 2022 at 5.00 P.M.. 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 16th September 2022 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.</p>

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

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	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to</p>

CAPITAL FINVEST LIMITED

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Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

	enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

(v) **Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">• 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 (3).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN (220811008) for the relevant CAPITAL FINVEST LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

Email : capital89@yahoo.co.in CIN : L67120DL1983PLCO16575

- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; capital89@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

CAPITAL FINVEST LIMITED

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Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

In case of members receiving the physical copy:

COMMON INSTRUCTIONS

- i. E-voting shall not be allowed beyond 5.00 p.m. on 25th September, 2022. During e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16th September, 2022 may cast their vote electronically. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date of 16th September, 2022.
- iii. Ms. Richa Dhamija (Membership no. 9776) Company Secretary, has been appointed as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman may offer an opportunity to such members to vote at the meeting for all business specified in the accompanying notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote at the meeting. The voting right of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

CAPITAL FINVEST LIMITED

Regd. Office : 1002, Arunachal, 19, Barakhamba Road, New Delhi – 110 001

Email : capital89 @yahoo.co.in CIN : L67120DL1983PLCO16575

- vi. The results shall be declared on or after the AGM of the Company. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite Number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's Notice Board and on the website of CDSL within 2 days of passing of resolutions at the AGM of the Company and communicated to the Stock Exchanges.
15. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.
16. It may be noted that all COVID-19 norms like thermal screening, physical distancing, masks and use of sanitizers will be observed by all and arrangements in this respect will be made by the company.

**By order of the Board of Directors
For CAPITAL FINVEST LIMITED**

**RATTAN SINGHANIA
Whole Time Director
DIN No. 00147685**

**Place : New Delhi
Dated: 12-08-2022**

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

Item No. 4 :

Shri Arun Kumar Garg was appointed as Non Executive Independent director for a term of Five (5) consecutive years at the Annual General Meeting held on 26th September 2017. He was not liable to retire by rotation.

The Board is of the opinion that his continuation on the Board as Non Executive Independent Director would be in the interest of the company and therefore, it is proposed to reappoint him as Non Executive Independent Director for another term of five years i.e. from the conclusion of this Annual General Meeting to 25th September 2027. He will not be liable to retire by rotation.

In the opinion of the Board of Directors, Shri Arun Kumar Garg is a person of integrity and possesses relevant expertise and experience and meets the criteria and fulfils all the conditions specified in section 149 of the Act and the Rules made thereunder and he is independent of the Management. Shri Arun Kumar Garg is a Chartered Accountant and in view of the back ground and his valuable experience in investment strategies and a solid understanding of Stock and Commodities Market Operations it will be in the interest of Company to reappoint him as Non Executive Independent Director.

The Company has received from Shri Arun Kumar Garg consent in writing to act as Non Executive Independent director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form Dir-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The said Non Executive Independent Director is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Shri Arun Kumar Garg and his relatives, are in any way concerned or interested (financially or otherwise), financially or otherwise, in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth in Item No 4 for the approval of the members.