

SRI AMARNATH FINANCE LIMITED

Regd. Off. 4883 – 84, Second Floor, Main Road, Kucha Ustad Dag,
Chandni Chowk, Delhi – 110006

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NOTICE

Dear Member(s)

Notice is hereby given that Thirty Eighth Annual General Meeting of the members of Sri Amarnath Finance Limited will be held on **Friday, August 11, 2023 at 11:00 A.M.** at “**NISKAM SANKIRTAN MANDAL**”,19/31-32, MOTI NAGAR (BHAGAT DES RAJ CHANNA MARG), NEW DELHI-110015 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement consisting of Balance Sheet as on March 31, 2023, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2023 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Ms. Nishi Seth (DIN: 01101809)**, a Non Executive & Non Independent Director, who retires by rotation at this AGM and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To approve the re-appointment of Mr. Rakesh Kapoor (DIN: 00216016) as Managing Director for a second term of upto 5 years.

"RESOLVED THAT pursuant to section 2(51), 2(54), 196, 203, and other applicable provisions and schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members be and is hereby accorded to re-appointment of Mr. Rakesh Kapoor (DIN: 00216016) as Managing Director of the Company, who shall not be liable to retire by rotation, for a further period of 5 (five) years, on expiry of his present term of office i.e. with effect from 14th August, 2023 to 13th August, 2028 on terms and conditions including remuneration as may be decided by Board from time to time."

"RESOLVED FURTHER THAT Mr. Rakesh Kapoor in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.

"RESOLVED FURTHER THAT the Computation relating to managerial remuneration was placed before the members for their approval, the Members approved the matter relating to payment of Managerial Remuneration to Mr. Rakesh Kapoor, Managing Director of the Company for his second

tenure of 5 years, Pursuant to provisions of section 197, 198, schedule V and any other applicable provisions, if any of the Companies act, 2013 and the relevant rules made thereunder,

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto

4. To approve the re-appointment of Mr. Rajesh Sabharwal, (DIN: 08065166) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee on the basis of report of performance evaluation, and approval of the Board of Directors and subject to the provisions of Sections 149(10), 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajesh Sabharwal (DIN: 08065166), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 14th February, 2018 upto 13th February, 2023 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder. The Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 13th, 2023 to May 12th, 2028 (both days inclusive), subject to the approval of the shareholders in ensuing General Meeting of the Company."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

5. To approve the re-appointment of Ms. Harlin Arora (DIN: 08193621) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee on the basis of report of performance evaluation, and approval of the Board of Directors and subject to the provisions of Sections 149(10), 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Harlin Arora (DIN: 08193621) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 14th August, 2018 upto 13th August, 2023 and who being eligible for re-appointment as an Independent Director has given her consent along with a

declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder. The Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 14th, 2023 to August 13th, 2028 (both days inclusive), subject to the approval of the shareholders in ensuing General Meeting of the Company.”

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

6. To approve the re-appointment of Ms. Pooja Bedi (DIN: 08193642) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee on the basis of report of performance evaluation, and approval of the Board of Directors and subject to the provisions of Sections 149(10), 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pooja Bedi (DIN: 08193642), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 14th August, 2018 upto 13th August, 2023 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder. The Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 14th, 2023 to August 13th, 2028 (both days inclusive), subject to the approval of the shareholders in ensuing General Meeting of the Company.”

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

RAKESH KAPOOR
DIRECTOR
DIN: 00216016

Place: Delhi
Dated: 15.07.2023

Notes:

1. The explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details to special business at the meeting, is annexed herewith.
2. Relevant details of the person seeking re-appointment/appointment as Director under Item No. 2 of the Notice, as required under Regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 are annexed hereto as Annexure-I.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from August 04, 2023 to August 11, 2023 (both days inclusive) for determining the names of members eligible for voting at the Meeting.
7. This Notice and Annual Report is being sent to all the members whose name appears as on 10th July 2023 in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company.
8. Additional Information as required under clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (“ICSI”) in respect of appointment /re-appointment of directors is furnished and forms a part of the notice.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, August 04, 2023 (the “Cutoff Date”) only shall be entitled to vote through Remote E-voting and at the AGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.
10. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 A.M. and 1.00 P.M. before the date of the Meeting and copies thereof shall also available for inspection during the aforesaid period.
11. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: amarnath01finance@gmail.com. The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

- Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

M/s Bigshare Services Private Limited.
Unit: Sri Amarnath Finance Limited
302, Kushal Bazar,
32-33, Nehru Place, New Delhi – 110019
Email: bssdelhi@bigshareonline.com
Tel: 011-42425004, 47565852

- The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members, who have received soft copy of the AGM notice and Annual Report, may request the Company or the RTA for hard copy of the same.
- The Annual Report of the Company circulated to the Members of the Company, will also be available on the Company's website at <http://www.sriamarnathfinance.in/> and also on website of the respective Stock Exchanges.
- In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company, pursuant to Rule 18 of the Companies(Management and Administration) Rules, 2014, hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
- Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificate and self attested copies of PAN card of the holders for consolidating their shareholding in one folio. A consolidated share certificate will be issued to such members after making requisite changes thereon.
- As per the provisions of section 72 of the Act, the facility for making nomination is available to the members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant.
- Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.
- As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
- Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s).
- Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:**
The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and

Bank Account Details for all security holders. Members holding Shares in physical for are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self attested copy of PAN 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. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

22. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice as **Annexure-II**.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

23. SEBI has decided that securities of listed companies can be transferred only in dematerialized form, from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

24. The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

(i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below in para 25 during the e-voting period as mentioned in Para 24.

(ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.

(iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

25. Voting Through Electronic Means:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 08th August, 2023 at 09:00 A.M. and ends on Thursday, 10th August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.04th August, 2023, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th August, 2023.

How do I vote electronically using Bigshare e-Vote system?

The way to vote electronically on Bigshare e-Vote system consists of "Two Steps" which are mentioned below:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. 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 e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<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 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
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 or joining virtual meeting & voting during the meeting.

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 022-23058738 and 22-23058542-43.
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

B) Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
- (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

C) Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

ITEM NO. 3:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on July 15, 2023, re-appointed Mr. Rakesh Kapoor (DIN: 00216016), as Managing Director of the Company in accordance with Section 196 of the Companies Act, 2013. Your Board recommends re-appointment of Mr. Rakesh Kapoor as Managing Director of the Company for a second term of upto 5 (five) years, from 14th August, 2023 to 13th August, 2028 and the appointment is not liable to retire by rotation. A brief resume of Mr. Rakesh Kapoor is available in the Annexure-I of this Notice.

In terms of provisions of Section 196 of the Companies Act, 2013 read with schedule V of the Act, the appointment of Mr. Rakesh Kapoor as Managing Director of the Company is now being placed before the Members for their approval. Mr. Rakesh Kapoor is deemed to be interested in the resolution set out at item No. 3 of this Notice with regard to his re-appointment.

The Board at its meeting held on July 15, 2023 has also approved payment of remuneration for the period from 14th August, 2023 to 13th August, 2028, for which approval of the members is required. The remuneration proposed to be paid to Mr. Rakesh Kapoor, (DIN: 00216016) the Managing Director of the Company has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mr. Rakesh Kapoor, the Board of Directors has recommended the payment of remuneration for the period from from 14th August, 2023 to 13th August, 2028, as set out herein below:

A. Period: Period of appointment is Five Years w.e.f. 14th August, 2023.

B. Salary: The gross Salary will be Rs 4,00,000/- per month including the Perquisites & Allowances

C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary

- i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
- ii. Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- iii. Leave Travel Concession: As per rules of the Company.
- iv. Club Fees: Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- vi. Contribution to Provident Fund: As per Company rules.
- vii. Gratuity: As per Company rules subject to maximum of half months salary for each completed year of service.
- viii. Encashment of leaves- As per rules of the Company at the end of tenure.

D. General Information:

- i. Nature of Industry: The Company is a NBFC non deposit taking Company
- ii. Date of Commencement of Activity: 19th February, 1985.
- iii. Financial performance: The Company has grown rapidly in the recent years.

Mr. Rakesh Kapoor and the relatives of Mr. Rakesh Kapoor may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the other directors except Mr. Manish Kapoor and Mrs. Nishi Seth /Key Managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be registered as an appropriate disclosure under the Listing regulations. The Board recommends the special resolution set out as Item No.3 of the notice for approval by members.

ITEM NO. 4:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on May 12, 2023, re-appointed Mr. Rajesh Sabharwal (DIN: 08065166), as an Independent Director of the Company. Your Board recommends re-appointment of Mr. Rajesh Sabharwal as an Independent Director of the Company for a second term of upto 5 (five) years, from 14th February, 2023 to 13th February, 2028 and the appointment is not liable to retire by rotation. A brief resume of Mr. Rajesh Sabharwal is available in the Annexure-I of this Notice. Mr. Rajesh Sabharwal has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rajesh Sabharwal fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Mr. Rajesh Sabharwal, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Rajesh Sabharwal has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Mr. Rajesh Sabharwal as Non- Executive, Independent Director is now being placed before the Members for their approval. Mr. Rajesh Sabharwal is deemed to be interested in the resolution set out at item No. 4 of this Notice with regard to his appointment.

The relatives of Mr. Rajesh Sabharwal may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on July 15, 2023, re-appointed Ms. Harlin Arora (DIN: 08193621), as an Independent Director of the Company. Your Board recommends re-appointment of Ms. Harlin Arora as an Independent Director of the Company for a second term of upto 5 (five) years, from 14th August, 2023 to 13th August, 2028 and the appointment is not liable to retire by rotation. A brief resume of Ms. Harlin Arora is available in the Annexure-I of this Notice. Ms. Harlin Arora has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Harlin Arora fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Ms. Harlin Arora, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms. Harlin Arora has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Ms. Harlin Arora as Non- Executive, Independent Director is now being placed before the Members for their approval. Ms. Harlin Arora deemed to be interested in the resolution set out at item No. 5 of this Notice with regard to his appointment.

The relatives of Ms. Harlin Arora may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on July 15, 2023, re-appointed Ms. Pooja Bedi (DIN: 08193642), as an Independent Director of the Company. Your Board recommends re-appointment of Ms. Pooja Bedi as an Independent Director of the Company for a second term of upto 5 (five) years, from 14th August, 2023 to 13th August, 2028 and the appointment is not liable to retire by rotation. A brief resume of Ms. Pooja Bedi is available in the Annexure-I of this Notice. Ms. Pooja Bedi has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Pooja Bedi fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Ms. Pooja Bedi, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms. Pooja Bedi has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Ms. Pooja Bedi as Non- Executive, Independent Director is now being placed before the Members for their approval. Ms. Pooja Bedi deemed to be interested in the resolution set out at item No. 6 of this Notice with regard to his appointment.

The relatives of Ms. Pooja Bedi may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

Place: Delhi
Dated: 15.07.2023

THE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/FIXATION OF REMUNERATION AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE OBLIGATIONS) REGULATIONS 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Ms. Nishi Seth (refer item 2)	Mr. Rakesh Kapoor (refer item 3)	Mr. Rajesh Sabharwal (refer item 4)	Ms. Harlin Arora (refer item 5)	Ms. Pooja Bedi (refer item 6)
Date of Birth	02-05-1963	02-09-1960	10-11-1973	27-08-1992	22-08-1981
Age (in years)	60 years	62 years	49 years	31 years	42 years
Date of first Appointment	14-02-2018	30/04/2014	14-02-2018	14-08-2018	14-08-2018
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	-	-	14-02-2023	14-08-2023	14-08-2023
Qualification	Under Graduate	Under Graduate	Higher Secondary	M. tech	Graduate
Expertise in specific functional area	Immense experience in the field of Trading and Market Research	Mr. Rakesh Kapoor has been a Director of our Company since 2014. Mr. Rakesh Kapoor has more than 35 years of experience in trading in Fabrics. Also, have good experience in Corporate administration, Corporate image and public relation	Mr. Rajesh Sabarwal is an Independent Director of the Company. He has vast experience of handling business & team management. He has over 29 years of experience.	Ms. Harlin Arora is an Independent Director of the Company.	Ms. Pooja Bedi is an Independent Director of the Company.
Directorships held in Other Companies in India	i) Sidharth & Nishi Creations Private Limited	i) B R Kapoor and Sons Private Limited ii) B R K Overseas Private Limited iii) B R K Fincap LLP iv) BRK Infotech and Developers Private Limited v)	NIL	NIL	NIL

		Gangajal Apparels LLP vi) R M Dress Creations LLP			
Chairman/ Member of Committee of the Board of other Companies in which they are Director	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company	NIL	539600 equity shares of the Company	NIL	NIL	NIL
Inter-se Relationship between Directors, Manager and Key Managerial Personnel	Not related to any other director of the company except Mr. Rakesh Kapoor & Mr. Manish Kapoor, Director of the company. Ms. Nishi Seth is sister of Mr. Rakesh Kapoor & Manish Kapoor.	Not related to any other director of the company except Mr. Manish Kapoor & Ms. Nishi Seth, Director of the company. Mr. Rakesh Kapoor. is brother of Mr. Manish Kapoor & Nishi Seth.	Not related to any other director of the company	Not related to any other director of the company	Not related to any other director of the company
Terms and Conditions of Appointment/Re-appointment and Remuneration	Ms. Nishi Seth is Non-Executive Non-Independent Director of the Company. She is not paid any remuneration.	Mr. Rakesh Kapoor is Managing Director of the Company. He is paid remuneration as per the approval by Members in general Meeting.	Mr. Rajesh Sabharwal is Independent Director of the Company. He is not paid any remuneration except Sitting fee if any.	Ms. Harlin Arora is Independent Director of the Company. She is not paid any remuneration except Sitting fee, if any.	Ms. Pooja Bedi is Independent Director of the Company. She is not paid any remuneration except Sitting fee , if any.
Remuneration last drawn	NIL	NIL	NIL	NIL	NIL
Number of Board Meetings attended during the Financial Year 2022-23	6 (Six)	6 (Six)	6 (Six)	5 (Five)	6 (Six)

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE-II

To,
Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059, Maharashtra.

SUB: Updation of Shareholder Information

I/ We request you to record the following information against our Folio No:

General Information:

Folio No :	
Name of the first named Shareholder :	
PAN : *	
CIN/ Registration No : * (applicable to Corporate Shareholders)	
Tel No. with STD Code :	
Mobile No :	
E-mail Id :	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC : (11 digit)	
MICR : (9 digit)	
Bank A/c Type :	
Bank A/c No : *	
Name of the Bank :	
Bank Branch Address :	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Signature of Sole/ First holder

Place:

Date:

SRI AMARNATH FINANCE LIMITED

CIN:L74899DL1985PLC020194

Reg. Office: 4883-84, Second Floor, Main Road, KuchaUstad Dag,
ChandniChowk, Delhi-110006

Email:amarnath01finance@gmail.com, Tel: 011-23953204/23392222

Website: www.sriamarnathfinance.in

ATTENDENCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the **38thAnnual General Meeting** of the Company being held on **Friday, the 11th Day of August, 2023 at 11.00 a.m. at "Niskam Sankirtan Mandal" 19/31-32, Moti Nagar (Bhagat Des Raj Channa Marg), New Delhi-110015** and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of 38th AGM dated August 11, 2023 for e-voting process. The E-voting period starts from, August 08, 2023 at 9:00 a.m., and will end on August 10, 2023 at 5:00 p.m. The voting module shall be disabled by Bigshare i-Vote for voting thereafter.

SRI AMARNATH FINANCE LIMITED

CIN: L74899DL1985PLC020194

Reg. Office: 4883-84, Second Floor, Main Road, Kucha Ustad Dag,
Chandni Chowk, Delhi-110006

Email: amarnath01finance@gmail.com, Tel: 011-23953204/23392222

Website: www.sriamarnathfinance.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, 2014]

CIN : L74899DL1985PLC020194
Name of the company : Sri Amarnath Finance Limited
Registered office : 4883 – 84, Second Floor, Main Road, Kucha Ustad Dag,
Chandni Chowk, Delhi – 110006

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 38th Annual General Meeting of the company, to be held on **Friday, the 11th Day of August, 2023 at 11.00 a.m. at “Niskam Sankirtan Mandal” 19/31-32, Moti Nagar (Bhagat Des Raj Channa Marg), New Delhi – 110015** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	Ordinary Resolution for adoption of Audited Financial Statements along with the reports of the Board of Directors and Auditors thereon for the year ended March 31, 2023.		
2.	Ordinary Resolution for Re-appointment of Mrs. Nishi Seth (DIN: 01101809) who retires by rotation and being eligible offered herself for re-appointment, as a Director of the Company.		
Special Business			
3.	Ordinary Resolution for the re-appointment of Mr. Rakesh Kapoor (DIN: 00216016) as Managing Director for a second term of upto 5 years.		
4.	Special Resolution for the re-appointment of Mr. Rajesh Sabharwal, (DIN: 08065166) as an Independent Director of the Company for a second term of five consecutive years.		
5.	Special Resolution for the re-appointment of Ms. Harlin Arora (DIN: 08193621) as an Independent Director of the Company for a second term of five consecutive years.		

6.	Special Resolution for the re-appointment of Ms. Pooja Bedi (DIN: 08193642) as an Independent Director of the Company for a second term of five consecutive years.		
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Signed thisDay of..... 2023

Affix Revenue Stamp

Signature of shareholder
Signature of Proxy holder(s)

1. *This form of proxy in order to be effective should be duly filled, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
It is optional to indicate your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Here we are given below the route map for the purpose of company's AGM venue:

Route Map for the Venue of 38th AGM of Sri Amarnath Finance Limited

"NISKAM SANKIRTAN MANDAL" 19/31-32, MOTI NAGAR (BHAGAT DES RAJ CHANNA MARG), NEW DELHI - 110015


