

# 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](http://www.sriamarnathfinance.in)

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## NOTICE

Dear Member(s)

Notice is hereby given that Thirty Second Annual General Meeting of the members of Sri Amarnath Finance Limited will be held on **Tuesday, September 19, 2017 at 11:00 A.M. at Niskan Sankirtan Mandal, 19/32 Moti Nagar 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, 2017, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Rakesh Kapoor (DIN: 00216016)**, a Non Executive & Non Independent Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and fix their remuneration and to pass the following resolution as an **Ordinary Resolution** with or without modification(s):

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the Annual General Meeting held on 23<sup>rd</sup>September 2015, the appointment of M/s. Vinod Vishal & Co Chartered Accountants (Firm Registration No.- 09112N), as the auditors of the Company be and is hereby ratified and the Board of Directors be and are hereby authorized to fix their remuneration payable to them for the financial year ending on March 31, 2018."

### **SPECIAL BUSINESS**

4. **Approval of Related Party Transactions under Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION**

"**RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on September 16, 2016 in this regard and pursuant to the provisions of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 governing the Related Party Transactions and the other applicable provisions amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, if any, as may be applicable including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the Related Parties of the Company, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company for the financial year 2017-2018 and for every financial year thereafter, upto the maximum limits as set out in the table here under:

Limits as set out for Investment / Loans / Guarantees														
<b>Name(s) of the related party</b>	R M Dress Creations Private Limited	B.R.K. Fincap Private Limited	Gangaja Apparel s LLP	B R K Overseas Private Limited	Gemini Media-Tech LLP	BRK Infotech & Developers Private Limited	BR Kapoor and Sons Private Limited	Mr. Rakesh Kapoor	Mr. Karan Kapoor	Mr. Manish Kapoor	Mr. Raghav Kapoor	Mr. Rishab Kapoor	Mrs. Ramesh Kumari Kapoor	Mr. Uday Kapoor
<b>Relationship with the Related Party</b>	Private Company in which Director is Director/ Member	Private Company in which Director is Director/ Member	A firm in which director or his relative is partner	Private Company in which Director is Director/ Member	A firm in which director or his relative is partner	Private Company in which Director is Director/Member	Private Company in which Director is Director/ Member	Director	Relative of Director	Director	Relative of Director	Relative of Director	Relative of Director	Relative of Director
<b>Maximum limits of Investment upto</b>	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Giving of Loans</b>	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores
<b>Corporate Guarantees issued / to be issued on their behalf</b>	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores
<b>Period of transaction</b>	For The Financial Year 2017-18													

**“RESOLVED FURTHER THAT** approval of Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

**5. To Re-appoint Mr. Sujan Mal Mehta (DIN:01901945) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following Resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 150 and 152 read with Schedule IV and any other applicable provisions 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), Mr. Sujan Mal Mehta (DIN:01901945), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under Companies Act, 2013, Rules made thereunder and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and respect to whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of Companies Act, 2013, be and is hereby re-appointed to hold office for five consecutive years for a term from June 10, 2017 to June 09, 2022, and whose office shall not be liable to retire by rotation.”

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

**BHAWANA TULI**  
**COMPANY SECRETARY**

**Place: New Delhi**  
**Dated: 12.08.2017**

**Notes:**

- 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.
- 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.

3. 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.
4. 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.
5. The Register of Members and Share Transfer Books will remain closed from September 13, 2017 to September 19, 2017 (both days inclusive) for determining the names of members eligible for voting at the Meeting.
6. This Notice and Annual Report is being sent to all the members whose name appears as on 18<sup>th</sup> August 2017 in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company.
7. 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.
8. 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, September 15, 2017 (the "Cut Off 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.
9. 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 be available for inspection during the aforesaid period.
10. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [amarnath01finance@gmail.com](mailto: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.
11. Members may address all the correspondences relating to dividend, 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  
4E/8 First Floor, Jhandewalan Extension, new Delhi-110055.  
Email: [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)  
Tel: 011-23522373
12. 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.
13. 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.

14. 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
15. 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.
16. 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.
17. 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 18 during the e-voting period as mentioned in Para 17.
  - (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.

#### 18 **Voting Through Electronic Means**

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

##### **A. Instruction for e-voting by Members whose email ID's are registered with the Company/Depository Participant(s)**

- (i) Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing the "USER-ID" and "PASSWORD".
- (ii) Open email and open PDF file viz.; "**Sri Amarnath Finance e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (iii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com> .
- (iv) Click on Shareholder – Login.
- (v) Enter the user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (viii) Select "EVEN" (E Voting Event Number) of Sri Amarnath Finance Limited.
- (ix) Now you are ready for e-voting as Cast Vote page opens.

- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc, together with attested signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email ([ag4anuraggupta@gmail.com](mailto:ag4anuraggupta@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

**B. Instruction for e-voting by Members whose email ID's are not registered with the Company/Depository Participant(s)**

- (i) For Members whose email IDs are not registered with the Company/Depository Participant(s), will be receiving notice of AGM by post.
- (ii) Initial password is provided at the bottom of the attendance slip for the AGM.
- (iii) Please follow all steps from Sr. No. iii. to Sr. No. xiii of (IA) above, to cast vote.

**Notes:**

- (i) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- (iv) Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) In case a member forgot its password, it can reset the password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: **1800-222-990**.
- (vi) Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.: [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

**C. OTHER INFORMATION:**

- i) **The e-voting period commences on September 16, 2017 (9:30 a.m.) and end on September 18, 2017 (5:00 P.M.).** During this period shareholders of the company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii) Any person, who acquire shares of the company and become member of the company after dispatch of the notice and holding shares as of the **cut-off date** i.e., September 15, 2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or may contact the RTA of the Company, M/s **Bigshare Services Private Limited** at [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com) .
- 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 AGM.

- iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- v) The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of September 15, 2017
- vi) M/s Anurag Gupta & Associates, Practicing Company Secretary (COP NO. 17887) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii) The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast votes by availing the remote e-voting facility.
- viii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.sriamarnathfinance.in](http://www.sriamarnathfinance.in) and on the website of NSDL on or before September 21, 2017
- x) In case of any queries you may refer to the frequently asked questions for members and e-voting user manual for members available at the Download sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no: 1800-222-990 or contact to Pallavi Mhatre, Assistant Manager, NSDL Contact: 022-24994545 email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- xi) Route map for the AGM Venue is also enclosed with the Notice for easy location of the Venue. Copy of the AGM Notice alongwith the route map will also be available on the website of the Company.

**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	Mr. Rakesh Kapoor <i>(refer item 2)</i>	Mr. Sujan Mal Mehta <i>(refer item 5)</i>
Date of Birth	02/09/1960	25/04/1948
Age (in years)	56 years	69 years
Date of first Appointment	30/04/2014	04/04/2012
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	-	10/06/2013
Qualification	Under Graduate	Graduate
Expertise in specific functional area	Mr. Rakesh Kapoor has been a Director of our Company since 2014. Mr. Rakesh Kapoor has more than 30 years of experience in trading in Fabrics. Also, have good experience in Real Estate Business and financial sector.	Mr. Sujan Mal Mehta holds a Graduation Degree from Rajasthan University. He has fast knowledge and experience in the field of Accountant, Finance, Taxation Finance Management and Corporate Law etc. he is in finance sector since 1992.
Directorships held in Other Companies in India	i) B R Kapoor and Sons Private Limited ii) B R K Overseas Private Limited iii) B R K Fincap Private Limited iv) BRK Infotech and Developers Private Limited v) Gangajal Apparels LLP	i) Sital Leasing and Finance Limited ii) Sunshine Capital Limited iii) Barduar Tea & Timber Co. Limited iv) Kallinugger and Khoreel Tea Co. Limited v) ECHT Financial Limited vi) Jaipur Investment Limited

		vii) Transnational Growth Fund Limited viii) C Batia & Co. Private Limited ix) RKG Finvest Limited
Chairman/ Member of Committee of the Board of other Companies in which they are Director	NIL	<b>CHAIRPERSON OF BOARD COMMITTEES</b>  <b>SUNSHINE CAPITAL LIMITED</b> Audit Committee Nomination & Remuneration Committee <b>SITAL LEASING AND FINANCE LTD</b> Stakeholder Relationship Committee <b>RKG FINVEST LIMITED</b> Nomination & Remuneration Committee Risk Management Committee Asset & Liability Committee Investment Committee <b>ECHT FINANCE LIMITED</b> Audit Committee Nomination & Remuneration Committee Risk Management Committee Asset & Liability Committee Investment Committee <b>TRANSNATIONAL GROWTH FUND LIMITED</b> Nomination & Remuneration Committee Risk Management Committee Asset & Liability Committee Investment Committee CSR Committee
		<b>MEMBER OF BOARD COMMITTEES</b>  <b>SUNSHINE CAPITAL LIMITED</b> Stakeholder Relationship Committee Risk Management Committee Asset & Liability Committee Investment Committee <b>SITAL LEASING AND FINANCE LTD</b> Audit Committee Nomination & Remuneration Committee Risk Management Committee Asset & Liability Committee Investment Committee CSR Committee <b>RKG FINVEST LIMITED</b> Audit Committee <b>TRANSNATIONAL GROWTH FUND LIMITED</b> Audit Committee
Shareholding in the Company	NIL	NIL
Inter-se Relationship between Directors, Manager and Key Managerial Personnel	Not related to any other director of the company except Mr. Manish Kapoor, Director of the company. Mr. Manish Kapoor is brother of Mr. Rakesh Kapoor.	None
Terms and Conditions of Appointment/Re-appointment and Remuneration	Mr. Rakesh Kapoor is a Non-Executive & Non-Independent Director. He is not paid any remuneration.	Mr. Sujan Mal Mehta is a Non-Executive & Independent Director. He is not paid any remuneration.
Remuneration last drawn	NIL	NIL
Number of Board Meetings attended during the Financial Year 2016-17	5 (Five)	5 (Five)

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

### **ITEM NO. 4:**

The provisions of Regulation 23 of the SEBI (LODR), Regulation, 2015, effective December 01, 2015, require approval of shareholders by way of Special Resolution for material related party transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material under Regulation 23 of the Listing Regulations, if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The annual consolidated turnover as per the last audited financial statements for the year 2016-17 was Rs. 4.095 Crores.

The transactions with the Related Parties are being placed before the Audit Committee from time to time for their approval and recommendation to the Board.

Currently, it cannot be ascertained whether the transactions to be entered in the current financial year 2017-2018 and thereafter would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. The approval of the Shareholders for the transactions to be entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2017-2018 and thereafter, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of the Listing Regulation requires the entities falling under the definition of related party to abstain from voting irrespective of whether the entity is a party to the transaction or not. Accordingly, the Related Parties of the Company who are (or could potentially be considered) as related party are required to abstain from voting on this resolution of the Notice.

The Board, therefore, recommends the passing of the resolution set out under Item no. 4 as an Ordinary Resolution. None of Directors, other than those representing the Related Parties, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

### **ITEM NO. 5:**

Mr. Sujan Mal Mehta was appointed as an Independent Director of the Company on 10/06/2013 to hold office up to 09/06/2017. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 12, 2017, approved, subject to Members' approval, re-appointment of Mr. Sujan Mal Mehta as the Independent Director for a second term of five years with effect from July 10, 2017 up to July 09, 2022, based on his skills, experience, knowledge and outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

In the opinion of the Board of Directors, Mr. Sujan Mal Mehta fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for his reappointment as an Independent Director of the Company and is independent of the Management.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Sujan Mal Mehta to be reappointed as Independent Director as per the provisions of the Companies Act, 2013. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is provided in this Notice.

Except Mr. Sujan Mal Mehta, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 5. The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of a Special Resolution.

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

**BHAWANA TULI**  
**COMPANY SECRETARY**

**Place: New Delhi**  
**Dated: 12.08.2017**



# 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](http://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 **32<sup>nd</sup> Annual General Meeting** of the Company being held on **Tuesday, the 19<sup>th</sup> Day of September 2017 at 11.00 a.m. at Niskan Sankirtan Mandal, 19/32 Moti Nagar 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 32<sup>nd</sup> AGM dated August 12, 2017 for e-voting process. The E-voting period starts from, September 16, 2017 at 9:30 a.m., and will end on September 18, 2017 at 5:00 p.m. The voting module shall be disabled by NDSL 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](http://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, KuchaUstad Dag,  
ChandniChowk, 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 32<sup>nd</sup> Annual General Meeting of the company, to be held on **Tuesday, the 19<sup>th</sup> Day of September, 2017 at 11.00 A.M. Niskan Sankirtan Mandal,**

19/32 Moti Nagar New Delhi-110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	Ordinary Resolution for adoption of Audited Financial Statements alongwithfor the year ended March 31, 2017.		
2.	Ordinary Resolution for Re-appointment of Mr. Rakesh Kapoor who retires by rotation and being eligible offered himself for re-appointment, as a Director of the Company.		
3.	Ordinary Resolution for Ratification of appointment of M/s Vinod Vishal & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration for the financial year 2017-18.		
<b>Special Business</b>			
4.	Ordinary Resolution for approval of related party transactions		
5.	Re-appointment of Mr. Sujan Mal Mehta as Independent Director for a term of five years		

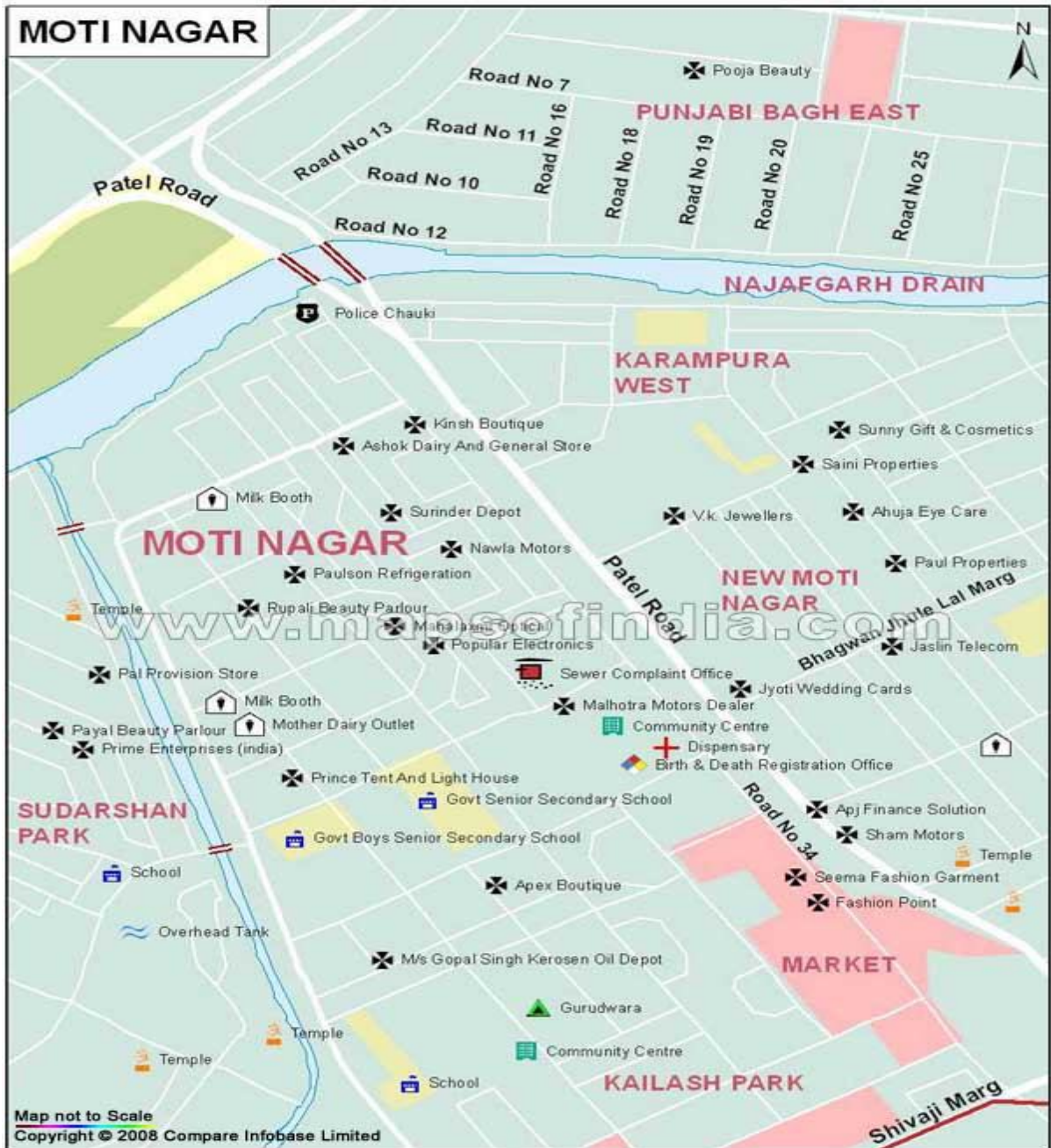
Signed this ..... day of..... 2017

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.
2. 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.



**Route Map for the Venue of 32<sup>nd</sup> AGM of Sri Amarnath Finance Limited**