

## **Shreenath Investment Company Limited**

CIN : L67120MH1979PLC022039

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To,

07<sup>th</sup> September, 2017

Corporate Relationship Department

The Bombay Stock Exchange Limited

Dalal Street,

Mumbai - 400 001

Dear Sir,

**Subject: Notice of the 37<sup>th</sup> Annual General Meeting on 29<sup>th</sup> September, 2017**

With reference to the captioned subject, enclosed herewith please find the notice of the 37<sup>th</sup> Annual General Meeting of Shreenath Investment Company Limited scheduled to be held on Friday, 29<sup>th</sup> September, 2017 at 12:30 P.M. at the registered office of the Company situated at 801-802, Dalamal Towers, Nariman Point, Mumbai-400 021.

Kindly take the same on record and oblige.

Thanking You

Yours faithfully,

**FOR SHREENATH INVESTMENT COMPANY LIMITED**



VIKAS MAPARA

MANAGING DIRECTOR

Encl.: a/a

## **Shreenath Investment Company Limited**

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**CIN: L67120MH1979PLC022039**

### **NOTICE OF ANNUAL GENERAL MEETING:**

**NOTICE IS HEREBY GIVEN THAT 37<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF M/S. SHREENATH INVESTMENT COMPANY LIMITED WILL BE HELD ON SEPTEMBER 29, 2017, FRIDAY, AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 801-802 DALAMAL TOWER NARIMAN POINT MUMBAI-400021 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2017 and the Balance Sheet as on that date and the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Ashwin Jain (DIN: 00173983), who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Statutory Auditors and fix their remuneration and in this connection, to consider and thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to section 139,141 and 142 of the Companies Act, 2013, read with Companies (Audit and Auditors)Rules,2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other applicable provisions, if any, as recommended by the Board and Audit Committee, the consent of the members be and is hereby accorded to appoint M/s. Kamdar Dalal and Associates,(Firm Registration no. 129596W) Chartered Accountants, as a Statutory Auditors of the Company in place of M/s. Khimji Kunverji & Co., Chartered Accountants, for a period of five years from the conclusion of the this AGM to the conclusion of the Annual General Meeting to be held in the financial year 2022, subject to ratification at every Annual General Meeting of the Company, at a remuneration as may be mutually agreed between the Board and M/s Kamdar Dalal & Associates, plus applicable taxes, travelling and other expenses including any out of pocket expenses(if any), in connection with the work of audit to be carried out by them.”

**SPECIAL BUSINESS:**

**4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATIONS AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and read with rules made there under consent of the members be and are hereby accorded to adopt new set of Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

**5. ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 and read with applicable provisions of the Companies Rules, 2014 and recommendation made by the Board, consent of the members be and are hereby accorded to adopt new set of Clauses of Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2013 in place of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution.”

6. **APPROVE RELATED PARTY TRANSACTION ENTERED BY COMPANY WITH M/S. VISUAL PERCEPT SOLAR PROJECTS PRIVATE LIMITED FOR GIVING ITS OFFICE PREMISES ON LEASE AND LICENSE BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1) and other applicable provisions of the Companies Act, 2013 and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members of the company be and hereby approve related party transaction made between the Company and M/s. Visual Percept Solar Projects Private Limited, for giving its office premises situated at 813, Dalamal Tower, Free Press Journal Marg, Nariman Point, Mumbai- 400 021 to M/s. Visual Percept Solar Projects Private Limited on rental basis, w.e.f from April 1, 2016, for the period of 36 months, for using the same as its Registered Office as per such terms and conditions as may be mutually agreed upon at arm’s length price between the Company and M/s. Visual Percept Solar Projects Private Limited.”

7. **RE-APPOINTMENT OF MR. MUKUL GOYAL ( DIN:00113724) AS AN INDEPENDENT DIRECTOR:**

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

“ **RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and read rules of the Companies( Appointment and Qualification of Directors) Rules, 2014 ( including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent of the members be and are hereby accorded for reappointment of Mr. Mukul Goyal ( DIN: 00113724) as an Independent Director of the Company, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meetings held on 24<sup>th</sup> August, 2017 on the basis of report of performance evaluation to hold office for a period of five years w.e.f from October, 30, 2017, and in respect of whom the Company has received a notice in writing from Mr. Mukul Goyal for his reappointment as an Independent

Director in the Company along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 and a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

8. **RATIFY & APPROVE THE INVESTMENT MADE BY COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members of the company be and hereby ratify and approve the Investment made by the Company under section 186 of the Companies Act, 2013.”

9. **AUTHORIZE FOR INTER CORPORATE LOAN & INVESTMENT OR GUARANTEE OR SECURITY NOT EXCEEDING RS. 1000 CRORES:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members be and is hereby accorded to give any Loan to any person or other body corporate, give any guarantee or provide any security in connection with a Loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate may at any time exceed either sixty percent of its paid up capital and free reserve and security premium account or one hundred percent of its free reserve and security premium account, whichever is more, provided that the total amount that may be advanced/invested/securities provided by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores Only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such lending/Investment/Securities provided at their absolute discretion and to

do all such things, acts and deeds and to execute all such documents, instruments and writings as may be required.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby jointly or severally authorized to prepare, sign, file necessary forms, papers, documents in connection with the above and also to do all such acts, deeds or things as may be required to complete all procedural formalities incidental and ancillary thereto.”

**By order of the Board of Directors  
For Shreenath Investment Company Limited**

**Priya Niraj Dhanuka**

Company Secretary & Compliance Officer

Membership No. A34564

**ADDRESS:** - B/403, Abrol Vastu Park CHS Ltd,  
Evershine Nagar, Near Ryan International School, Malad (West),  
Mumbai - 400064, Maharashtra

Place: Mumbai

Date: 24<sup>th</sup> August, 2017

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend the meeting and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting;
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder;
3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
4. The Register of Members and Transfer Books of the Company will be closed from September 22, 2017 to September 28, 2017, inclusive of both the days;
5. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting;
6. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip alongwith their copy of Annual Report to the meeting;
7. 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 authorizing such a representative to attend and vote on their behalf at the meeting;

8. As per the provisions of the Companies act, facility for making nomination is available for shareholders, in respect of the shares held by them. Nomination Forms can be obtained from the Registrar and Share Transfer Agents of the Company;
9. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;
10. Member's holdings shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all the risk associated with physical shares and for ease of portfolio management. Members can Contact the Company or M/s. Karvy Computershare Private Limited for any assistance in this regard;
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to Company or M/s. Karvy Computershare Private Limited, the details of such folios, together with the Share Certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
12. Members are requested to address all correspondences including dematerialization of shares, to the Registrar and Share Transfer Agents M/s. Karvy Computershare Private Limited, the details of which are as follows;

**Corporate Office Address:** Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032. Contact Details: Tel No: 040 67162222,

Fax No: 040 23001153, Email: [varghese@karvy.com](mailto:varghese@karvy.com),

Website: [www.karvycomputershare.com](http://www.karvycomputershare.com).

**Investor Relation Center:** 7<sup>th</sup> Floor, 701, Hallmark Business Plaza, SantDnyaneshwarMarg, Opp Guru nanak Hospital, off BandraKurla Complex, Bandra-East, Mumbai-400 051. Contact Details: Tel No: 022 6149 1635.



13. The requirements of the Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulation, 2015 pertaining to the profile of the Director to be re-appointed is enclosed as an **Annexure I**;
14. All documents referred to in the notice are open for inspection at the registered office of the Company between business hours on all working days up to the date of the Meeting;
15. In Compliances with the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under, the members are provided with the facility to cast their vote electronically, through the e-voting service provided by CDSL, on all resolutions set forth in this notice;

**16. E-voting**

In Compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (Including and statutory modification(s) or re-enactment thereof for the time being in force) the Company is pleased to provide its shareholders with facility to exercise their right to vote at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services.

The Company has engaged the services of CDSL as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

**Process for E-Voting-**

**The procedure and instructions for e-voting are as follows:**

- (i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2017 at 9:00 A.M. and ends on Thursday, 28<sup>th</sup> September, 2017 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 of Friday, 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field which is mentioned on the front page of the Annual Report of the Company.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "**SUBMIT**" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form

will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company name i.e. Shreenath Investment Company Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

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

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

17. Please follow all steps from sr. no. (i) to sr. no. (xx) above to cast vote.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

[www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)

19. Mr. Pramod S Shah, Partner of M/s. Pramod S. Shah & Associates, practicing Company Secretaries (Membership No. FCS 334), has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3(Three) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least 2(Two) witness not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any and submit forthwith to the Chairman;
20. The result shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers report shall be placed on the Company's website [www.shreenathinvestment.in](http://www.shreenathinvestment.in) and on the website of CDSL immediately after the result is declared by the Chairman of the Company.

**By order of the Board of Directors  
For Shreenath Investment Company Limited**

**Priya Niraj Dhanuka**

Company Secretary & Compliance Officer

Membership No.A34564

**ADDRESS: -** B/403, Abrol Vastu Park CHS Ltd,  
Evershine Nagar, Near Ryan International School, Malad (West),  
Mumbai - 400064, Maharashtra

Date: 24<sup>th</sup>August, 2017

Place: Mumbai

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**Item No. 4 & 5:**

The existing Articles of Association (“AoA”) and Memorandum of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AOA & MOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association and Memorandum of Association (primarily based on Table F& Table A set out under Schedule I to the Companies Act, 2013) in place of existing AOA & MOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated AOA & MOA of the Company.

The Board recommends the above resolution to the shareholders for their approval as **Special Resolutions**.

A copy of amended and restated AOA of the Company would be available for inspection of the members at the Registered Office of the Company during the business hours on any working day.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item No. 6:**

As per the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, a Company is required to obtain Prior approval of Audit Committee, the Board of Directors or as the case may be the approval of Shareholders for entering in to any Related Party Transactions.

The Company has entered in to Related Party Transaction with M/s. Visual Percept Solar Projects Private Limited which is a related party as per section 2(76) of the Companies Act, 2013, for giving its office premises to M/s. Visual Percept Solar Projects Private Limited, to use the same as its Registered Office on rental basis which is situated at 813, Dalamal Tower, Free Press Journal Marg, Nariman Point, Mumbai- 400 021.

However, in view of the above transaction Company had passed the Board Resolution on 25<sup>th</sup> October, 2016 but approval of Shareholders was required to be taken at the general meeting of the Company.

Therefore, there is need to ratify and approve the Related party Transaction entered by Company for giving its office premises to M/s. Visual Percept Solar Project Private Limited on Leave and License basis.

The Board recommends the above resolution to the shareholders for their approval as an **Ordinary Resolution**.

Mr. Vikas Mapra, the Director of the Company is concerned or interested in the said resolution. None of the other directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item No.7:**

Company has received notice in writing from Mr. Mukul Goyal along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing himself as an Independent Directors of the Company.

The re-appointment of Independent Director is made as a result of performance evaluation of Directors. The Nomination & Remuneration Committee has also recommended the reappointment of Mr. Mukul Goyal as an Independent Director for a period of five years w.e.f. October 30, 2017.

Further, Mr. Mukul Goyal has given a declaration to the Company that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the committee, he fulfils the conditions specified in the Act and the rules framed thereunder for appointment/re-appointment as an Independent Director and he is Independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the re-appointment of Mr. Mukul Goyal as an Independent Directors is now being placed before the Members for their approval.

The Board recommends the above resolution to the shareholders for their approval as a Special Resolution.

Mr. Mukul Goyal, the Director of the Company is concerned or interested in the said resolution. None other directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**Item 8:**

In terms of the provisions of Section 186(3) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, give any Loan to any person or other body corporate, give any guarantee or provide any security in connection with a Loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of sixty percent of its paid up capital and free reserve and security premium account or one hundred percent of its free reserve and security premium account, whichever is more.

However, in view of the above transaction Company had passed the Board Resolution on 29<sup>th</sup> December, 2016, but approval of shareholders was required to be taken for the transaction entered u/s 186 of the Companies Act, 2013.

Therefore, there is need to ratify and approve the Investment made by Company in the Annual General Meeting of the Company.

The Board recommends the above resolution to the shareholders for their approval as a **Special Resolution**.

None of the Directors of the Company is concerned or interested in the said resolution.



**Item 9:**

In terms of the provisions of Section 186(3) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, give any Loan to any person or other body corporate, give any guarantee or provide any security in connection with a Loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of sixty percent of its paid up capital and free reserve and security premium account or one hundred percent of its free reserve and security premium account, whichever is more.

Being the said provisions and also considering the Company's future growth plans, it is proposed to provide for limits not exceeding Rs. 1000 crores, at any time.

Accordingly, consent of the members is sought for approving the Special resolution as set out in Item No. 9 for approving to provide loan and make investment by the Company.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

## ANNEXURE I

### DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015:

#### **Mr. Ashwin Jain (Director)**

Mr. Ashwin Jain, has been actively associated with Investment Companies and NBFC Company for almost 2 decades.

Mr. Ashwin Jain became the Director of M/s. Shreenath Investment Company Limited dated 31/03/2002 and has been participating in making various policies and regulation of M/s. Shreenath Investment Company Limited. Mr. Ashwin Jain plays an active role in guiding the Security Market activities of M/s. Shreenath Investment Company Limited.

#### **NAMES OF COMPANIES IN WHICH THE PERSON ALSO HOLDS DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD:**

<b>Name</b>	<b>Name of Companies</b>	<b>Directorship</b>	<b>Committee Member</b>
1	Shreenath Investment Company Limited	Director	-
2	Profitex Shares & Securities Private Limited	Director	-
3	Parag Plastics Industries Private Limited	Director	-
4	Va Friendship Solar Park Private Limited	Director	-
5	Asami Farmer Finance Private Limited	Director	-
6	Amity Solar Power Park Private Limited	Director	-
7	EnamInfrasture Fund Management Company Private Limited	Director	-
8	Perihelion General Finance Private Limited	Director	
9	Auxilo Finserve Private Limited	Director	

## 2. Mr. Mukul Goyal

### Independent Director

Mr. Mukul Goyal has been actively associated with the Capital Market for almost 2 decades. He has been pillar of the group in the fields of Investment in Security Market. Mr. Mukul Goyal is a Qualified Chartered Accountant as well as MBA. He has done his Masters in Business Administration from Asian Institute of Management, Phillipines. He has done his Bachelors in Commerce from Hassaram Rijhumal College of Commerce and Economics.

He has expertise of more than 15 to 20 years as an Investment Manager in Capital Markets (Listed as well as Unlisted). Mr. Mukul Goyal has worked as a Manager of Finance in Ranbaxy Laboratories Limited in the year 2002-03.

### NAMES OF COMPANIES IN WHICH THE PERSON ALSO HOLDS DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD:

Name	Name of Companies	Directors hip	Committee Member
1	Shreenath Investment Company Limited	Director	Audit Committee & Nomination & Remuneration Committee
2	Suroop Fresh Private Limited	Director	-
3	Pushkar Software Solution Private Limited	Director	-
4	Sarvatra Technologies Pvt Ltd	Director	-
5	EBZ Advisory Services Pvt Ltd	Director	-
6	Samvibhag Trusteeship Private Limited	Director	-

**By order of the Board of Directors  
For Shreenath Investment Company Limited**

**Priya NirajDhanuka**

Company Secretary & Compliance Officer

Membership No.A34564

**ADDRESS: -** B/403, AbrolVastu Park CHS Ltd,  
Evershine Nagar, Near Ryan International School, Malad (West),  
Mumbai - 400064, Maharashtra

Place: Mumbai

Date: 24<sup>th</sup> August, 2017

**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:**L67120MH1979PLC022039

**Name of the Company:** Shreenath Investment Company Limited

**Registered office:** 801-802, Dalamal Towers, Nariman Point, Mumbai-400021

Name of the 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

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the

.....Annual general meeting/ Extraordinary general meeting of the company, to be held on the..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below :

**Resolution No:**

**Ordinary Business:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017 along with the Reports of the Directors and Auditors thereon;
2. To appoint Director in place of retiring Director by rotation who offer himself to re- appointment;
3. To appoint Statutory Auditor of the Company;

**Special Business:**

4. To adopt and reinstate new set of Articles of Association;
5. To adopt and reinstate new set of Memorandum of Association;
6. To ratify related party transaction made at arm's length price by the Company;
7. To re-appoint Mr. Mukul Goyal as an Independent Director of the Company;
8. To ratify and approve the Investment made by Company under Section 186 of the Companies Act, 2013;
9. To authorize for inter-corporate Loans, Guarantee and make investment in security up to limit of Rs. 1000 cr.

Affix  
Reveue  
Stamp

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

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

# Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the Annual General Meeting of the Company at 801-802, Dalamal Towers, Nariman Point, Mumbai-400021, Maharashtra, India on Friday 29<sup>th</sup> September 2017 at 12:30 P.M

Signature of Shareholder / Proxy

Present.....

**Note: 1.**

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting

# ROUTE MAP

