

**NOTICE**

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **ANUPAM FINSERV LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2019 at 11.00 a.m. at Kamal Banquet, 188/1500-1501, BEST Road, Opp Neeta Bldg, Near Oshiwara Bus Depot, Best Colony Road, Motilal Nagar -1, Goregaon West, Mumbai 400104 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To appoint Mr. Siddharth Gala (DIN 08128110), who retires by rotation as a Director and being eligible offers himself for reappointment and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Siddharth Gala (DIN 08128110), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Statutory Auditors and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable including any statutory modifications or re-enactments thereof for the time being in force and pursuant to the recommendations of the Audit Committee, M/s. JK Shah & Co., Chartered Accountants (Membership No. 109606W), be and are hereby reappointed as Statutory Auditors of the Company, to hold office for five consecutive years from the conclusion of this AGM until the conclusion of 33<sup>rd</sup> AGM of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. **Reappointment of Mr. Darshan Manharlal Jajal (DIN 02875401) as an Independent Director.**

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 Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 (including any statutory modification or re-enactment thereof, for the time being in force), subject to approval from any other Regulatory Authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Darshan Manharlal Jajal (DIN 02875401) for five consecutive years, whose first and current term of five years expires on 26<sup>th</sup> August, 2019, as an Independent Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Darshan Jajal (DIN 02875401) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval of members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. **Approval for continuation of Mr. Dhirubhai Bavabhai Desai (DIN 00340309) as an Independent Director on attaining 75 years of age.**

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 Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 (including any statutory modification or re-enactment thereof, for the time being in force), subject to approval from any other Regulatory Authorities as may be necessary, consent of the members of the Company be and is hereby accorded to Mr. Dhirubhai Bavabhai Desai (DIN 00340309) who attained 75 years of age on 26-09-2019, to continue his current term of five years as an Independent Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval of members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors  
For ANUPAM FINSERV LIMITED**

SD/-  
Sheetal Dedhia  
Company Secretary  
ACS 52175

Mumbai, 05<sup>th</sup> September, 2019

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF 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 OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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.
2. Members who hold Shares in dematerialized form are required to write their Client ID and DP ID No and those who hold shares in Physical form are required to write their Folio No in the attendance slip while attending the Meeting for easy identification of attendance at the Meeting.
3. Members are required to :
  - a. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Auditors Accounts for the financial year ended 31<sup>st</sup> March 2019, so as to enable the Company to keep the information ready.
  - b. Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
  - c. Intimate to Registrar and Transfer Agent of the Company immediately, about any change in their addresses, where the shares are held in electronic form such change is to be informed to the Depository participants (DP) and not to the Company or to the Registrar and Transfer Agent.
  - d. Approach the Registrar and Transfer Agent of the Company for Consolidation of folios.
  - e. Avail of Nomination facility by filling in and forwarding the nomination form to the Registrar and Transfer Agent, if not already done.
  - f. Send all share transfer lodgments (Physical mode) / correspondence to the Registrar and Transfer Agent of the Company to Purva Shareregistry (I) Private Limited, at Purva Shareregistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011. Timing: 10 a.m. to 6 p.m Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 Email: busicomp@gmail.com.
4. Members / Proxies are required to bring the Attendance Slip duly filled up for attending the Meeting.
5. Corporate Members are required to forward a certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. The Company has listed its shares at BSE Ltd.
7. All the documents referred to in the Notice are open for inspection at the Registered office of the Company between 10.30am to 12.30 pm on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournments thereof.
8. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
9. To comply with Ministry of Corporate Affairs (MCA), Government of India's circular No.17/2011 dated 21-04-2011, and circular no.18/2011 dated 29-04-2011, read with Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014 towards the green initiative in Corporate Governance, for paperless working, members are requested to furnish their email id for the purpose of serving the documents in electronic mode to RTA, M/S Purva Share Registry (I) Private Limited by mail at "busicomp@vsnl.com".
10. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. Company has to update the member's PAN No., Phone No., e-mail address and signature in the records. The form for sending the response is annexed at the end of the Annual Report.

11. Kindly furnish the same via email at “info@anupamfinserv.com” or via hand delivery or courier the same to the registered office of the Company or directly to the RTA, M/S Purva Sharegistry (I) Private Limited by mail and any other mode.

**12. E voting**

Pursuant to Section 108 of the Companies Act, 2013 and 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 Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23<sup>rd</sup> September, 2019, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on 29<sup>th</sup> September, 2019. The Company has appointed Ms. Kushla Rawat, Practicing Company Secretary, (Membership No. 33413) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure one voting given hereinafter.

**13. PROCEDURE FOR E-VOTING**

The procedure with respect to e-voting is provided below:

**A) In case of Members receiving notice by e-mail from NSDL:**

- i. Open e-mail and open the attached PDF file viz: “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
- ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- iii. Click on “Shareholder - Login”.
- iv. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- vii. Select “EVEN” of Vantage Corporate Services Limited.
  - a. Note: e-Voting shall not be allowed beyond said time.
- viii. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- x. 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 specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [kushlarawat@gmail.com](mailto:kushlarawat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B) In case a Member receiving physical copy of the Notice of AGM by post:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM)
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
  - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - II. If you are already registered with NSDL for remote 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. 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 23<sup>rd</sup> September, 2019.
- V. Any person, who acquires 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. 23<sup>rd</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your 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. 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.
- VII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.vantagecorp.in](http://www.vantagecorp.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
14. Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
15. Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

**By Order of the Board of Directors  
For ANUPAM FINSERV LIMITED**

SD/-  
Sheetal Dedhia  
Company Secretary  
ACS 52175

Mumbai, 05<sup>th</sup> September, 2019

**ANNEXURE TO NOTICE**

**(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)**

**Item No: 4**

**Reappointment of Mr. Darshan Manharlal Jajal (DIN 02875401) as an Independent Director.**

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149,150,152,178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, the Board has proposed the reappointment of Mr. Darshan Manharlal Jajal as Independent Director of the Company for the second term of 2 (two) consecutive years with effect from 27<sup>th</sup> August, 2019 to 26<sup>th</sup> August, 2024.

Mr. Darshan M. Jajal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2014. Mr. Darshan M. Jajal is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Mr. Darshan Jajal has been actively involved in Equity Market and Financial Sector for around two decades. He brings to the table his expertise of Marketing and detailed Data Analysis, be it complex financial statements or seemingly simple bank statements.

In the opinion of the Board, Mr. Darshan Jajal fulfills the conditions specified in the Companies Act, 2013 as amended and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company. Copy of the draft letter for reappointment of Mr. Darshan Jajal as an Independent Director of the Company setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Darshan Jajal has given a declaration to this effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act and Regulation 16(1)(b) of the Listing Regulations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Darshan Jajal as an Non Executive Independent Director. Accordingly, the Board recommends the resolution as set out in Item No. 4 of the notice for approval of Members as Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**Item No:5**

**Approval for continuation of Mr. Dhirubhai Bavabhai Desai (DIN 00340309) as an Independent Director on attaining 75 years of age.**

Regulation 17(1)(A) of the Listing Regulations prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and the explanatory statement shall indicate the justification for appointing such a person.

In view of the said provisions of the Listing Regulations, the Nomination and the Remuneration Committee discussed the matter and on having evaluated the performance of Mr. Dhirubhai Desai, recommended the continuation of his Directorship in his further tenure as an Independent Director of the Company.

Mr. Dhirubhai Desai is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in April, 2017. Mr. Desai is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Mr. Dhirubhai Desai has more than three decades of rich experience in the Banking Industry across Investment Banking, Corporate Finance, Relationship Management, Risk Management and Corporate Strategy. He has been associated with the core management team of Bank of India.

In the opinion of the Board, Mr. Dhirubhai Desai fulfills the conditions specified in the Companies Act, 2013 as amended and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company. Mr. Desai has given a declaration to this effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act and Regulation 16(1)(b) of the Listing Regulations.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dhirubhai Desai as an Non Executive Independent Director. Accordingly, the Board recommends the resolution as set out in Item No. 5 of the notice for approval of Members as Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**By Order of the Board of Directors  
For ANUPAM FINSERV LIMITED**

**SD/-  
Sheetal Dedhia  
Company Secretary  
ACS 51275**

**Mumbai, 05<sup>th</sup> September, 2019**

**THE ANNUAL REPORT IS AVAILABLE ON THE WEBSITE OF THE COMPANY [www.anupamfinserv.com](http://www.anupamfinserv.com)**

**KINDLY NOTE THAT NO GIFT(S) WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING**

**Disclosures as per Regulation 36 (3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for appointment /reappointment of Directors at the 28<sup>th</sup> Annual General Meeting:**

Name of Director	Mr. Siddharth Gala	Mr. Darshan Jajal	Mr. Dhirubhai Desai
Date of Birth	10-05-1991	12-09-1978	26-09-1944
Age	27	41	75
Qualification	BE in Computer Engineering from University of Mumbai, MSC in Financial Engineering from Stevens Institute of Technology	HSC	Bachelor of Science
Experience	3 years of Experience in Data Analytics	14 years experience in Financial Markets	35 years of Banking Experience with Bank of India
Terms & Condition of reappointment/regularization	Executive Director of the Company, liable to retire by rotation	Independent Director	Independent Director
Details of Remuneration sought to be paid	Rs. 300,000/- to Rs. 600,000/- per annum	Nil	Nil
Last Remuneration Drawn	Nil	Nil	Nil
Date of First Appointment on Board	17-07-2018	27-08-2014	28-04-2017
Directorships held in other companies (excluding section 8 and foreign companies) as on 31 <sup>st</sup> March, 2018	Nil	01	Nil
Memberships of committees across other companies (includes only Audit & Shareholders'/Investors' Grievance Committee)	Nil	Nil	Nil
Number of Shares held in the Company	525,040 equity shares	1000 shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the son of Mr. Pravin Gala and Mrs. Nirmala Gala	None	None
Number of Board Meetings attended in F Y 2018-2019	03	04	02

**By Order of the Board of Directors  
For Anupam Finserv Limited**

SD/-  
**Sheetal Dedhia**  
**Company Secretary**  
**ACS 51275**

**Mumbai, 05<sup>th</sup> September, 2019**



### ROUTE MAP TO THE VENUE OF AGM

