

SHANTNU INVESTMENTS (INDIA) LIMITED

Regd. Office: DSC-319, DLF South Court, Saket, Delhi-110017

CIN- L65993DL1973PLC006795

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(Ph. No. - 011-41349611-14)

NOTICE OF 47TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **47th Annual General Meeting** of Company will be held on **Tuesday, 29th day of September, 2020** at **12:00 PM IST** through video conferencing (“VC”)/other Audio Visual Means (“OAVM”), India to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone of the company for the year ended 31st March, 2020, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Pragya Agarwal (DIN:- 00093526) who retires by rotation and being eligible offer herself for re-appointment.

“**RESOLVED THAT** Mrs. Pragya Agarwal, (DIN:- 00093526), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and Company’s Articles of Association be and is hereby reappointed a Director of the Company.”

SPECIAL RESOLUTION

3. **CHANGE IN MAIN OBJECTS OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III (A) as under:

1. *To erect and construct houses, building, do civil construction work of all types, infrastructure work of all types and to purchase-take on lease, or otherwise, own, construct, effect, alter, develop, decorate, furnish, equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, sublet all type of plots, lands, buildings, bungalows, quarters, offices, flats, chawls, warehouses, colonies, godowns, shops, stalls, markets, malls, multiplexes, hotels, restaurants, banquet halls, houses, structures, constructions, tenements, roads, bridges, flyovers, underpasses, railway lines, dams, all kinds of agriculture infrastructure and infrastructure for waste land, refineries of all kinds, airports, seaports, telecom infrastructures, power houses, mines, lands, estates, immoveable properties of all types.*
2. *To carry on the business as owners, builders, colonizers, developers, promoters, proprietors and contractors, maintainers of residential, commercial and industrial buildings, colonies, mills and*

factory's buildings, workshop's building, cinema's houses and deal in all kinds of immovable properties whether belonging to the Company or otherwise.

- 3. To act as consultants for real estates, immovable properties and all types.*
- 4. To carry on the business of town planners, Group Housing Developers, surveyors, valuers, appraisers and other building requisites.*
- 5. To construct, build, equip, own, purchase, take on lease, rent, hire, maintain, keep and to run cold storages, storage chambers, freezers, deep freezers, godowns, warehouses, refrigerators and room coolers for storing fish, seafood, marine products and processed fish, meat, eggs, poultry products, protein foods, milk & dairy products, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables and other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and products.*
- 6. To establish controlled atmosphere cold storage plants and to carry on the business of ice manufacturers, cold storage keepers, provision merchants and fruits vendors and to maintain cold storage plants and chambers for the preservation of fruits, vegetables and consumable articles of all kinds and to deal in the same.*
- 7. To deal in all types, descriptions, tastes, uses and packs of consumer food items and their by products, ingredients, derivatives, residues including Supplementary Nutritious Foods , Extruded Foods and Food Supplements including Vitamins and Minerals, Baby Foods , Protein Health Food, Processed Foods, Packed Foods, Powders.*
- 8. To manufacture, produce, refine, process, bake, mix or prepare or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge. Buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in ,deal with, import and export any and all classes and kinds of baked farinaceous goods like biscuits, breads, pastries, cakes, other baked food Products and confectionary items like jams, jellies, squashes, ketchup, sauce, sweets, toffees, chewing gums etc. their mixtures and formulations and any and all classes and kinds of source materials, ingredients mixture and derivatives thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used including but limited to bakery or confectionary items of all kinds and other preparations or products arising from or required in the manufacture of any kind of bakery or confectionary items, their mixtures and formulations.*
- 9. To carry on in India or elsewhere the business of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator for generation, transmission and distribution of power which is derived from conventional/non conventional methods including hydel, thermal turbine, thermo electric generator, thermionic convertor, hydrogen, Magneto hydro dynamic, fuel cell technology, solar energy, wind energy, tidal energy, energy from bio mass or from products/ by products of refining operations like petroleum coke, vacuum residue pitch, LNG and other petroleum products and by-products and to run all necessary power sub-station, work shops, repair shops or any other facility or property required for the purpose of carrying on such business for captive consumption/ commercial uses.*
- 10. To carry on the business of traders, suppliers, commission agents, merchant, importers, exporters, buy, exchange, alter, improve, manufacturers, act as stockiest, distributor and dealer of all kinds of used or new plants, machinery, equipments, fixtures and fittings, tools, plastic, processing plants, briquetting plants and machineries, factories, buildings, laboratories, engines, warehouse, sheds, offices, shops, stores, buildings, machinery, labour lines, houses, iron and steel castings, alloy casting, grey castings, graded castings, malleable castings, electric fans, electric*

motors, machine tools and spare parts and such other works and conveniences necessary for the business and also to enter into foreign collaborations

11. *To buy, sell, export, import, act as agent, trade or otherwise deal in all kinds of Grains including but not limited to wheat, maize, bazra, dalia, edible oils, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing sub-stances, steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods, hydrocarbons, oil derivatives and other articles, goods capable of being imported, exported and traded."*

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all 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 the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. **ADOPTION OF NEW MEMORANDUM OF ASSOCIATION:**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by amending and merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (B) object clause with incidental or ancillary to the attainment of the main objects and Clause III (C) other objects" be substituted with the following:

"Clause III (B): ANY MATTER CONSIDERED NECESSARY IN FURTHERANCE OF THE MAIN OBJECT

1. *To invest surplus moneys of the Company not immediately required, in immoveable properties, shares, stock, bonds, debentures, obligations or other securities or in current or deposit account/s with Banks and to hold, sell or otherwise deal with such investments.*
2. *To make donations to such persons or institutions in such cases either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business of this Company and also to subscribe contribute or otherwise assist or guarantee money for charitable, scientific, religious, social, developmental or benevolent, national, public or other institutions, to*

carry on social welfare activities like old-age home, medical and ambulance services and similar other charitable purposes, and objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions objects or for any exhibition for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, and conveniences for the benefit of the employees (including Directors) of the Company or its predecessors in the business or the dependents, and in particular other benefit societies to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurance and to form of or for such persons.

- 3. Subjects to the provisions of the Act, to distribute among the members, in specie, any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up of the Company.*
- 4. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letter of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.*
- 5. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for pursuance of any of the objects or purposes of the Company. 3*
- 6. To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the objects of the Company and to regularize and or discontinue the same.*
- 7. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of outright payment or by rent, royalty or otherwise forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorised.*
- 8. To acquire and take over as a going concern by purchase of or lease or hire, hire purchase and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to undertake to carry on the whole or any part of the business together with the goodwill. Trade name, trade mark, property rights and liabilities of any person or persons, firms or any company carrying on any business or any part thereof within the objects of the Company or which the Company is authorised to carry on.*
- 9. To pay all preliminary expenses of any Company promoted by the Company in which this Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.*
- 10. To apply for tender, purchase or acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.*
- 11. To dedicate, present or dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museums, Corporations or authority or any trustees for or on behalf of any of the same or on behalf of the public.*
- 12. To acquire by purchase or erect, build, construct, alter, maintain, enlarge and to work, manage any buildings, offices, factories, shops, warehouses, depots, showrooms, refreshment rooms and other works and conveniences and to construct or contribute to the conveniences and to construct or contribute to the construction of houses, dwellings or quarters for the employees of*

the Company and to join with any 4 other person or Company which may seem necessary and convenient for the purpose of the business of the Company.

- 13. To appoint Attorneys for and on behalf of the Company and to execute the necessary power to the said attorneys to act for and in the same and on behalf of the Company and to revoke all or any such powers and appointments as may be deemed expedient.*
- 14. To advance money to persons, firms, trusts, institutions, companies or anybody on such terms and conditions as may be deemed expedient and to draw, make accept, endorse, execute, warrant, discount, buy, sell and deal in bills, notes, coupons, debentures, money market instruments, cheques and other negotiable or transferable securities and instruments and not to carry on the business of Banking with the meaning of Banking Regulation Act, 1949.*
- 15. To enter into Partnership or into agreement for sharing profits, union of interest, co-operation, collaboration, joint venture, reciprocal concession, amalgamation or otherwise with any person, firm or company carrying on or engaged in any business or transaction which the Company is authorised to carry on.*
- 16. To enter into any agreements, arrangements, contracts, with the Government or authorities, supreme, municipal, local railways and otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges, orders, concessions, licenses or permits which the Company may think desirable to obtain and to carry out exercise and comply with any such arrangement, right, privilege and concessions.*
- 17. To sell, and in any other manner deal with or dispose of the undertaking of the Company or any properties or assets thereof (movable or immovable) for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, stocks, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.*
- 18. To indemnify directors, agents and servants of the Company against proceedings, costs, damages in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss damage or misfortunes, whatever which shall happen in execution of the duties of their office or in relation thereof.*
- 19. To aid pecuniary or any association, body or movement having for an object, the solution, settlement or surmounting or industrial and Labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art of trade.*
- 20. To purchase or acquire the whole or any part of the business property, undertakings, along with or without liabilities of any other Company, association, corporation, firm or individual carrying on wholly or in part any business which this Company is authorised to carry on.*
- 21. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or partly in one mode and partly in another and generally on such terms as the Company may deem expedient.*
- 22. To advertise and adopt means of making known the business activities and products of the Company, in any way as may be expedient including posting of bills, issue of circulars, books, pamphlets, price lists, conducting competitions and giving prizes, rewards, donations.*
- 23. To establish or support or aid in establishment or support of association, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions, allowances and to subscribe or guaranteed money for charitable or benevolent objects or any exhibition or for any public, general or useful objects.*
- 24. To establish, maintain or procure the establishment and maintenance of any contributory of or to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any*

- persons who are or were at any time in the employment of service of the Company, or of any time Directors, Officers or employees of the Company or and the wives, widows, families and dependents to any such person, and also establish and subsidies to any institutions, associations, clubs or funds, calculated to be for the benefit of and to advance the interest and well being of the Company or and make payments to or towards the insurance of any such persons as aforesaid.*
- 25. To create any reserve fund, sinking fund, insurances fund or any other special fund whether depreciation or the repairing, improving, extending or maintaining any of the property of the Company or for purpose conductive to the interest of the Company.*
 - 26. To apply for purchase, or acquire any patents, brevetted inventions, licenses, concessions and the like conferring any exclusive or nonexclusive or limited right to use, or any secret or other information which may seem capable of being used for any of the purpose of the 6 Company, and to use, exercise, develop or grant licenses in respect or otherwise in turn to amount the property, right or information so acquired.*
 - 27. To send any members, directors, officers or apprentices for studying, working and/or training in any technical institution and/or laboratories or factories in foreign countries and meet the expenses thereof from the funds of the Company.*
 - 28. To promote any other Company or Companies having similar objects or firms for the purposes of carrying on any of the above objects of the company.*
 - 29. To apply for and obtain any order or Act or Legislature or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications for the Company's constitution or for any purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly or prejudice the Company's interest.*
 - 30. To appreciate any part or parts of the property of the Company and to build or let shops, offices and other places of business and to use or use any part of property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently let or utilized on taken advantage of.*
 - 31. To sublet contracts from time to time and upon such terms and conditions as may be thought expedient.*
 - 32. To purchase, take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sub-let in whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plans, stock-in-trade, business concerns, options, contracts, claims, chooses-in-action and any real and personal property of any kind necessary or convenient for the business of the Company and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.*
 - 33. To register, apply for, obtain, purchase or acquire, project, prolong and renew any shares, debentures or securities of any other Company having objects altogether or in part similar.*
 - 34. To register, apply for, obtain, purchase or acquire, project, prolong and renew any patents, patent rights, brevets, invention processes, trademarks, trade Secrets, scientific or other assistance, 7 manufacturing processes, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concessions, and the like, the benefit of the right of use thereof which may seem capable of voting used for or in connection with any of the purposes of the Company and to use, exercise, or develop the same and manufacture, undertake or grant licenses in respect thereof or sell or otherwise deal with the same and to improve, manage, develop, grant, right or land sites. “*
 - 35. To act as indenters, Commission Agents for Importers, Exporters, local and Inland Traders and for Export, Import, Local and Inland Trading of all products manufactured by the Company.*

RESOLVED FURTHER THAT the existing clause III(C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all 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 the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. **ADOPTION OF NEW ARTICLE OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, The consent of shareholders of the Company be and is hereby accorded to adopted new set of Article of Association of Company in accordance with **Table F** of schedule 1 of Companies Act, 2013.”

6. **APPOINTMENT OF MR. LALIT KUMAR (DIN 07990864) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 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) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Lalit Kumar (DIN 07990864), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 29th August, 2020 on the Board of the Company and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who have made a declaration that he meets with criteria of independence as mentioned under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for the first term period of five consecutive years upto 28th August, 2025, whose office shall not be liable to retire by rotation.

7. **APPOINTMENT OF MR. RAJVEER SINGH (DIN 08854539) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160 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) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **MR. RAJVEER SINGH (DIN 08854539)**, who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 29th August, 2020 on the Board of the Company and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who have made a declaration that he meets with criteria of independence as mentioned under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for the period of five consecutive years upto 28th August, 2025, whose office shall not be liable to retire by rotation.

**By the order of the Board
For Shantnu Investments (India) Limited**

Place: New Delhi

Date: 04th September 2020

**Sd/
Vinay Anand
(Company Secretary and Compliance Officer)**

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the AGM shall be the registered office of the Company
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM . For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shantnuinvestments.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 47th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 47th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. **In order to enable the Company to comply with MCA circulars and to participate in the green initiative taken by Ministry of Corporate Affairs, the Company is sending this notice with Annual Report and would send all the future Notices and Communications to**

the e-mail addresses of the shareholders, whose e-mail are registered with the Company or with the Depository. The Shareholders whose e-mail Id's are not registered with the Company, are requested to register the same so that they would be able to receive the information in quick time and also it would be useful to the environment.

10. The Registers of Members and Share Transfers shall remain closed from Wednesday, the 23rd Day of September, 2020 to Tuesday, the 29th Day of September, 2020 [both days inclusive] and the cut-off date is Tuesday 22nd Day of September, 2020.
11. Pursuant to SEBI (LODR) Regulations, 2015 and such other provisions as may be applicable, the Board of Directors had fixed Tuesday 22nd Day of September, 2020 as cut-off date for determining the Members who shall be entitled to vote through remote e-voting or e-voting at the AGM. A member who is not a member as on the cut-off date shall treat this notice for information purpose only.
12. Members holding shares in dematerialization form are hereby informed that the Company or its Registrar cannot act on any request received directly from the Members holding shares in dematerialization form for any change in bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their de-mat account. Members holding shares in physical form can submit their PAN to Skyline Financial Services Private Limited at the D-153, 1ST Floor, Okhla Industrial Area, Phase I, New Delhi- 110020.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline Financial Services Private Limited, for consolidation into a single folio.
15. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/reappointment, as required in terms of SEBI's [Listing Obligations & Disclosure Requirements] Regulations, 2015 is annexed.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.shantnuinvestments.com. and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in. respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

17. As the 47th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.
18. The Company has appointed Mr. Abhinav Agarwal (Membership No. ACS46266) of M/s. A Abhinav & Associates, Practicing Company Secretary to act as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
19. During the 47th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 47th AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 47th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 47th AGM.
20. The Scrutinizer shall after the conclusion of e-Voting at the 47th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 47th AGM, who shall then countersign and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.shantnuinvestments.com and on the website of CDSL immediately after the results are declared and communicated to the Stock Exchanges, where the shares of the Company are listed, viz. Metropolitan Stock Exchange of India Limited.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Tuesday, September 29, 2020.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this notice upto the date of AGM i.e. September 29, 2020. Members seeking to inspect such documents can send an email to cs@greatvalueindia.com.

ANNEXURE TO THE NOTICE

SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING

EVSN: 200831049

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9:00 A.M. on Saturday, 26th September, 2020 and will end at 5.00 P.M. on Monday, 28th September, 2020. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using yourlogin credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

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

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

(xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN **200831049** for the relevant **Shantnu Investments (India) Limited** on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@greatvalueindia.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@greatvalueindia.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 3. Change in Main Objects of the Company

The Company was primarily involved in the business of Investments in securities and such allied activities. Later on Company felt the need to explore and diversify into a new area of business activity and therefore switched over from trading in goods and civil engineering related services more particularly prescribed in drafted MOA available on the website of the Company. www.shantnuinvestments.com.

In order to comply with provisions of Companies Act 2013, The Company has decided to change the main objects subjected to members approval by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relative are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as special resolution.

Item No. 4. Adoption of New Memorandum of Association

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of Companies Act, 2013, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available on the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

ITEM NO. 5. Adoption of New Article of Association

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

In terms of Section 14 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

ITEM NO. 6 & 7. Appointment of Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on August 29, 2020, appointed Mr. Lalit Kumar (DIN: 07990864) and Mr. Rajveer Singh (DIN: 08854539) as an Additional Directors of the Company and also as Independent Director, not liable to retire by rotation for a term of 5 (Five) year with effect from August 29, 2020 to August 28, 2025.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

The Company has received declarations from each of these directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company.

None of other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7 of the Notice.

The Directors recommend the aforesaid Resolution for the approval by the Members as Ordinary Resolution.

A brief profile of the Independent Directors to be appointed is given below

Brief Profile of Mr. Lalit Kumar:

He is born and educated in Uttar Pradesh. He has done post graduation in Commerce in the year 2011 from Chaudhary Charan Singh University and became member of prestigious Institute i.e. "**Institute of Company Secretaries of India**" in the year 2015.

He is having 5 year of vast experience in Secretarial & Corporate affairs. He is currently serving as Company Secretary and Compliance officer of Oswal Overseas Limited listed on BSE Limited.

He is presently serving as Independent Director on the Board of Brahmaputra Infrastructure Ltd listed on BSE Limited and as Director on the Board of Addire Beyond Style Private Limited and Sarve Bhavantu Sukhinah Private Limited.

Brief Profile of Mr. Rajveer Singh

He is born and educated in Bikaner, Rajasthan. He has done graduation in science in the year 2005 from Bikaner University and became member of prestigious Institute i.e. "**Institute of Company Secretaries of India**" in the year 2015.

He is having 7.5 year of vast experience in Secretarial & Corporate affairs.

He is presently serving as Company Secretary and Compliance officer of Sri Narayan Mercantile Private Limited. He is qualified and registered member in Independent Directors' Databank maintained by IICA.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

| Name of Director | Mrs. Pragya Agarwal | Mr. Lalit Kumar | Mr. Rajveer Singh |
|--|----------------------------------|------------------------------------|-------------------------------|
| Date of Appointment/Re-Appointment | 20/05/2011 | 29 th August, 2020 | 29 th August, 2020 |
| Age | 51 | 31 | 37 |
| Qualifications | B. A | M.Com | B.Se |
| Category | Managing Director | Independent Director | Independent Director |
| Expertise in specific functional area | Real Estate & food Manufacturing | Secretarial & Legal | Secretarial & Legal |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Manoj Agarwal-Spouse | N.A | N.A |
| Number of Meetings of the Board attended during the year | 7 | N.A | N.A |
| Directorships held in other Public Limited Companies in India | Greatvalue Industries Ltd. | Brahmaputra Infrastructure Limited | |
| Chairmanships / Memberships of Committees in other Public Limited Companies in India | Nil | 2 | N.A |
| Shareholding in the Company (No. of shares) | 5,600 | N.A | N.A |