

SHANTNU INVESTMENTS (INDIA) LIMITED

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

CIN- L65993DL1973PLC006795

(Ph. No. - 011-41349611-14), E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

NOTICE OF 45TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **45th Annual General Meeting** of Company will be held on **Sunday, 30th day of September, 2018 at 12:00 PM** at registered office of the Company situated at **DSC-319, DLF South Court, Saket, New Delhi-110017, India** to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial statement of the company for the year ended 31st March, 2018, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mayank Agarwal, (DIN:-00949052) who retires by rotation and being eligible offer himself for re-appointment.
3. To ratify the appointment of the Auditors, to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution ;

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, Ratification of appointment of M/s M. B. Gupta & Co, Chartered Accountant (Firm Registration No: 006928N) Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next AGM of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS

4. **To ratify appointment of Mr. Manoj Kumar (DIN 01657817) as Independent Director of the Company:-**

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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 , Mr. Manoj Kumar , (DIN: 01657817) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act at the Board Meeting held on 30.05.2018 and who holds office up to the date of this Annual General Meeting, being submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years and shall not be liable to retire by rotation."

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IS ATTACHED BELOW FOR YOUR REFERENCE.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty eight hours before the time of holding the meeting.
4. Members/Proxies should bring duly filled in and signed Attendance Slip sent herewith for attending the Meeting. The Members holding shares in de-materialized form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting
5. The Registers of Members and Share Transfers shall remain closed from Friday, the 28th Day of September, 2018 to Saturday, the 29st Day of September, 2018 [both days inclusive] and the cut-off date is 21st Day of September, 2018.
6. The Company has appointed Sanchit Mathur & Co., the Practicing Company Secretary, as a Scrutinizer for conducting the voting process in a transparent manner.
7. The Company also provides the facility for voting either through ballot or polling paper at the meeting. Further, e-voting procedure will be provided to the shareholders in short span of time.
8. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.00 P.M) on all working days except National Holidays, upto and including the date of the Annual General Meeting of the Company.
10. 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.
11. 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.
12. 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.

13. Corporate Members intending to send their authorized representatives to attend the Meeting are required to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. The result of voting will be announced at the Registered Office of the Company situated at DSC-319, DLF South Court, Saket, Delhi-110017, by the Chairman of the Meeting within 48 hours of the conclusion of Annual General Meeting. The voting results will be communicated to the stock exchanges within the prescribed time and will be placed on the website of the Company www.shantnuinvestments.com
15. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
16. The registers of directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.
17. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

For and on behalf of Board of directors
Shantnu Investments (India) Limited

For Shantnu Investments (India) Limited


Sugandha Khandelwal
(Company Secretary)
Membership No.:- A-48323

Dated: 7th September 2018
Place: New Delhi

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company had appointed Shri Manoj Kumar as an Additional Independent Director of the Company w.e.f. 30.05.2018. In accordance with the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the "Act"), Shri Manoj Kumar shall hold office up to the date of the forthcoming Annual General Meeting. He is however, eligible to be appointed as an Independent Director for a term up to five years.


Shri Manoj Kumar is Chartered Accountant (CA) by profession and more than 21 years experience in different field. He is doing practice in the area of audit and income tax. Shri Manoj Kumar possesses appropriate skills, experience & knowledge and fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as an Independent Director of the Company.

Shri Manoj Kumar is independent of the management and is not related to any Director or Key Managerial Personnel of the Company.

Except Shri Manoj Kumar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested (financial or otherwise), in this resolution.

The Board recommends the Ordinary Resolution set out in Item no. 4 of the Notice regarding appointment of Shri Manoj Kumar as an Independent Director of the Company, not liable to retire by rotation, for approval by the Members.

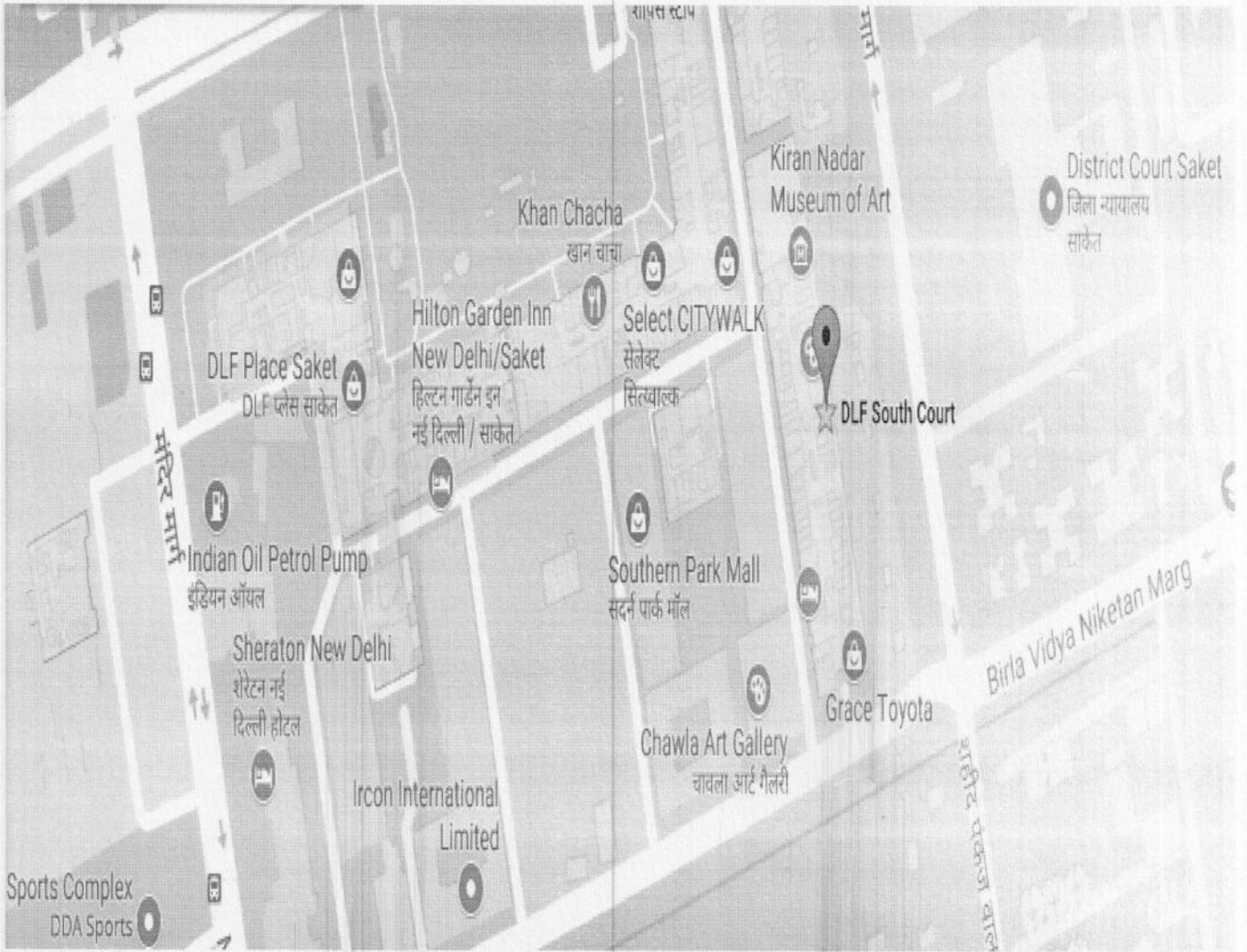
For Shantnu Investments (India) Limited


Company Secretary
Sugandha Khandelwal
(Company Secretary)
Membership No.:- A-48323

Place: New Delhi

Date: 7th September 2018

Map to the venue of the 45th Annual General Meeting (AGM) of Shantnu Investments (India) Limited



***DSC-319, DLF South Court, Saket, New Delhi-110017**

ANNEXURE TO ITEMS 2 & 4 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [in pursuance of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

Name of the Director	Mayank Agarwal	Manoj Kumar
Director Identification Number	00949052	01657817
Nationality	Indian	Indian
Date of appointment on the Board	15/05/2012	30/05/2018
Qualification	BE	CA
Expertise in specific functional area	Real Estate	Income Tax & Finance
No of shares held in the company	20000	NIL
Relation inter-se	Director, CFO & Shareholder	-
Chairman/Member in the Committees of the Board of Listed Companies in which he/she is a Director	Nil	Nil

ATTENDANCE SLIP
45th Annual General Meeting

Regd. Folio/DP & Client No	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 45th Annual General Meeting of the Shareholders of the Company at the DSC-319, DLF South Court, Saket, New Delhi-110017 at 12.00 PM on Sunday the 30th September, 2018.

Name of Member/Proxy : -----

Signature of Member/Proxy :-----

Note :

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate Members shall produce proper authorization issued in their favour.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

MGT-11

Name of Member[s]/Proxy _____
Registered Address _____
E-Mail ID _____
Folio No. /Client ID _____
DP ID _____

I/We, being the Member[s] holding _____ shares of the above-named Company, hereby appoint -

1. Name :	E-mail Id:
Address:	
Signature , or failing him	
2. Name :	E-mail Id:
Address:	
Signature , or failing him	
3. Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the company, to be held on the 30th day of September, 2018 at 12.00 PM at DSC319, DLF South Court, Saket, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as indicated in the notice of AGM:

Signed this ____ day of ____ 20__

Signature of Shareholder _____

Signature of Proxy holder _____

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