

SHANTNU INVESTMENTS (INDIA) LIMITED



46th ANNUAL REPORT (2018-2019)

Corporate Information

Board of Directors and Key Managerial Personnel:-

- Mrs. Pragya Agarwal **Managing Director**
- Mr. Manoj Agarwal **Non Executive Director**
- Mr. Mayank Agarwal **Executive Director & CFO**
- Mr. Bharat Bhushan Mithal **Independent and Non Executive Director**
- Mr. Manoj Kumar **Independent and Non Executive Director**
- Ms. Preeti Sharma **Company Secretary (resigned w.e.f. 21.08.2019)**
- Mr. Vinay Anand **Company Secretary (appointed w.e.f. 22.08.2019)**

Committees of the Board

❖ Audit Committee

- Mr. Bharat Bhushan Mithal **Chairman**
- Mr. Manoj Kumar
- Mr. Mayank Agarwal

❖ Nomination & Remuneration Committee

- Mr. Bharat Bhushan Mithal **Chairman**
- Mr. Manoj Kumar
- Mr. Manoj Agarwal

Statutory Auditors (Retiring Auditor)

M/s M. B. Gupta & Co
(Chartered Accountants)
R-52, 3rd Floor, Vikas Marg,
Shakarpur New Delhi-110092

Statutory Auditors (Appointee Auditor)

M/s. P. K Narula & Co.
(Chartered Accountants)
G-72, Sector-6, Noida-201301

Registrar & Share Transfer Agents

Skyline Financial Services Private Limited
D-153, 1st Floor, Okhla Industrial Area,
Phase- I, New Delhi – 110 020

Secretarial Auditor

Narender & Associates.

(Company Secretary)

Office: - Plot No. 4A, Ranaji Enclave, New Delhi- 110043

Internal Auditors

M/s Sanjay Rastogi & Associates

(Chartered Accountants)

FRN -14056N

G-63,SFS Flats, Gaurav Appts.,

Saket, New Delhi-110017

Registered Office

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

Listing

Listed on Metropolitan Stock Exchange of India Limited

ISIN

INE522V01018

CIN

L65993DL1973PLC006795

SHANTNU INVESTMENTS (INDIA) LIMITED

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

CIN- L65993DL1973PLC006795

E mail: - cs@greatvalueindia.com, website: www.shantnuinvestments.com

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

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **46th Annual General Meeting** of Company will be held on **Monday, 30th day of September, 2019** at **3:00 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, 2019, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Agarwal, (DIN:- 00093633) who retires by rotation and being eligible offer himself for re-appointment.

“RESOLVED THAT Mr. Manoj Agarwal, (DIN:- 00093633), 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.”

3. To appoint Statutory Auditors of the Company and to fix their remuneration

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, and as recommended by the Audit Committee of the Company, M/s. P. K Narula & Co., Chartered Accountants, FRN No: 016470N, having office at G-72, Sector-6, Noida-201301, be and are hereby appointed as the Statutory Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 51st Annual General Meeting for the financial year 2023-2024 from this Annual General Meeting, at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To Re-Appoint Mrs. Pragya Agarwal (DIN:00093526) as Managing Director of the Company..

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

“RESOLVED THAT as recommended by Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 read with Schedule V to the said Act and Articles of Association of the

Company, The consent and approval of the Member of the Company be and is hereby accorded to the re-appoint **Mrs. Pragya Agarwal (DIN 00093526)** as Managing Director of the company for a period of Five years with effect from 30.09.2019 at a Nil remuneration upon such the terms and conditions set out in draft letter of appointment a copy whereof initialed by Chairman of the meeting, for the purpose of identification has been placed before this meeting, which draft letter of appointment is hereby specifically approved;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to vary or increase the remuneration in the said draft letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being provided, however, that the remuneration payable to Mrs. Pragya Agarwal shall be within the limits set out in the said Act including the said Part II of Section II of Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any Rules or Regulations framed thereunder and the terms of the aforesaid letter between the Company and Mrs. Pragya Agarwal shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

***Nearest Landmark Select City Walk Mall**

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

**Place: New Delhi
Date: 4th September 2019**

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

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. 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. 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.
3. The Registers of Members and Share Transfers shall remain closed from Wednesday, the 25th Day of September, 2019 to Monday, the 30th Day of September, 2019 [both days inclusive] and the cut-off date is 24th Day of September, 2019.
4. 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.
5. 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.
6. 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, up to and including the date of the Annual General Meeting of the Company.
7. 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.
8. 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.

9. 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.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly signed by informative letter filled-in as specified by M/s. Skyline Financial Services Private Limited or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
12. Pursuant to Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, The Company has appointed Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to the members of the Company to exercise their right to vote on the resolutions proposed to be passed at AGM by way of electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 24th September, 2019, i.e. Cut off date, the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on Friday, 27th September, 2019 at 9:00 A.M. and will end on Sunday, 29th September, 2019 at 5.00 P.M. . In addition, the facility for voting through Ballot shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Narender & Associates., the 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 **Annexure A**.
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.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors at their meeting held on September 4, 2019 has subject to the approval of Members, re-appointed Mrs. Pragma Agarwal as a Managing Director, for a period of Five (5) years at Nil remuneration as per recommendation of the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the member's approval for the abovementioned re-appointment and remuneration payable to Mrs. Pragma Agarwal as a Managing Director, in terms of applicable provisions of the Act. Mrs. Pragma Agarwal satisfy all the conditions as laid down in Section 196(3) of the Act and also provided in Part II of Schedule V, of the Act. She is also not disqualified from being appointed as Director under Section 164 of the Act. The approval of the Members is being sought to the terms, conditions and stipulations for the appointment of Mrs. Pragma Agarwal as the Managing Director and the remuneration payable to her. Your Directors recommend to approve the appointment of Mrs. Pragma Agarwal as Managing Director of the Company.

Except Mrs. Pragma Agarwal and Mr. Manoj Agarwal being spouse of Mrs. Agarwal, none of the other Directors/ KMP/ their relatives are in any way concerned or interested in any manner in the said resolution. Taking into account trend in the industry, her qualifications and experience, remuneration is considered to be just, fair and reasonable.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4.

Mrs. Pragma Agarwal, aged 50 years, who have been serving as the managing Director of the Company for the past five year which is due to expire in this Annual General meeting of the Company, offered herself again on the Board as the Managing Director, in order to effect the appointment, Consent to act as the Managing Director has placed before the board at their meeting held on September 4, 2019.

She is having degree in B.A. She has an enviable track record of achievement and professionalism. She possesses rich experience in Market Strategy, Operations excellence, Financial Appraisal, Financial Management and Corporate Governance.

Except Mrs. Pragma Agarwal and Mr. Manoj Agarwal being spouse of Mrs. Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing obligations and Disclosure requirements). Regulations, 2015.

SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING

EVSN: 190904036

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9:00 A.M. on Friday, 27th September, 2019 and will end at 5.00 P.M. on Sunday, 29th September, 2019. 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, 24th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN **190904036** for the relevant **Shantnu Investments (India) Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

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

Shantnu Investments (India) Limited

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

ATTENDANCE SLIP 46th Annual General Meeting

Regd. Folio/DP & Client No	
No. of Shares Held	
Name and Address of Shareholders	

I hereby record my presence at the 46th Annual General Meeting of the Shareholders of the Company at the DSC-319, DLF South Court, Saket, New Delhi-110017 at 3.00 PM on Monday, the 30th September, 2019.

Signature of Shareholder/ Proxy Present

Note :

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

Shantnu Investments (India) Limited

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

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 46th Annual General Meeting of the company, to be held on the Monday, 30th day of September, 2019 at 3.00 PM at DSC 319, DLF South Court, Saket, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint a Director in place of Mr. Manoj Agarwal, who retires by rotation and being eligible to offers himself for re-appointment.		
3.	Appointment of Statutory Auditor		
Special Business			
4.	To Re-Appoint Mrs. Pragya Agarwal (DIN:00093526) as Managing Director of the Company.		

Signed this ___ day of ___ 20__

Signature of Shareholder _____

Signature of Proxy holder _____

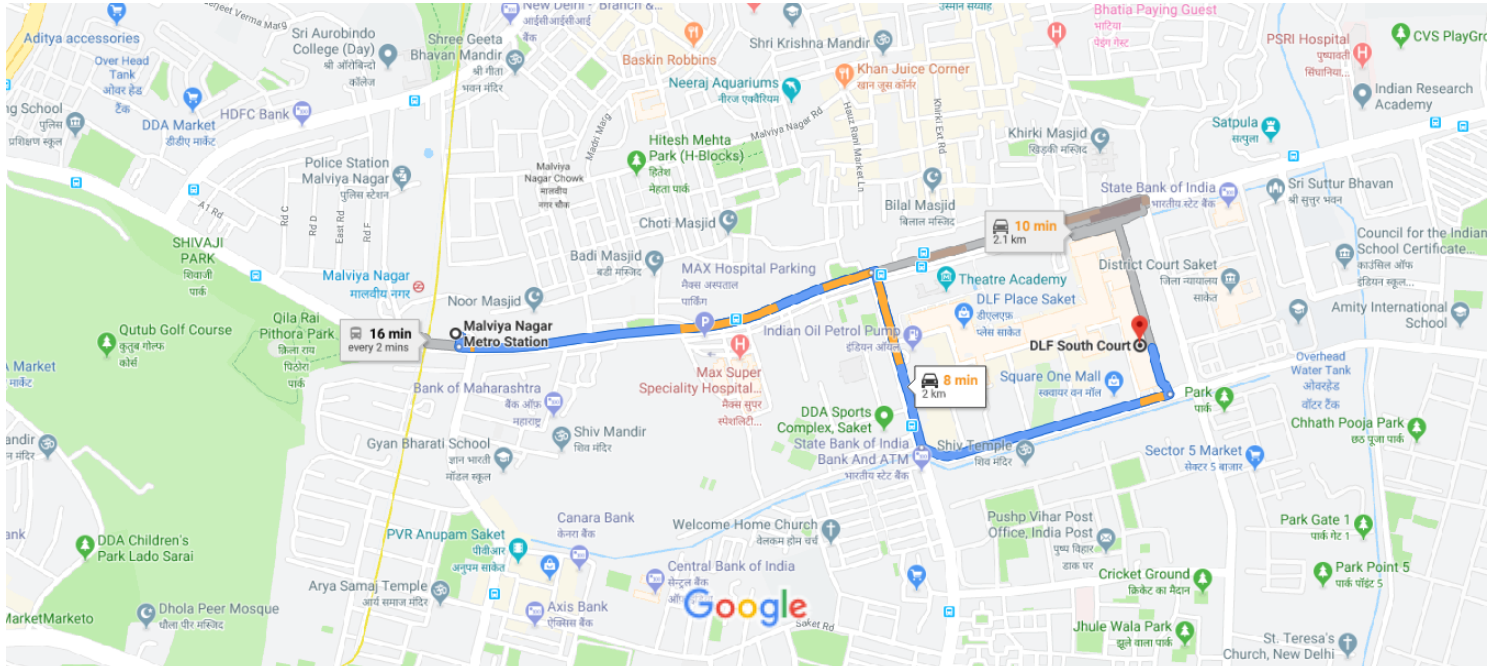
Affix a Re.
1.00
Revenue
Stamp

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.



Malviya Nagar Metro Station to DLF South Court

Drive 2.0 km, 8 min



Map data ©2019 200 m