

# SHANTNU INVESTMENTS (INDIA) LIMITED

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

CIN- U65993DL1973PLC006795

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

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## Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the members of the **SHANTNU INVESTMENTS (INDIA) LIMITED** will be held on Thursday, the 20th day of July, 2017 at 03:00 p.m. at the registered office of the Company situated at DSC-319, DLF South Court, Saket, New Delhi-110017, to transact the following business as special business.

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company, consent of Board of Directors be and is hereby accorded, subject to the approval of Shareholders in General Meeting to make investments and to provide loan, give securities, guarantee in excess of higher of two amount being 60% of the aggregate of the paid-up share capital and free reserves or 100 % of the aggregate of free reserves of the company as per the limits prescribed under section 186(3) to the bodies corporate/individuals as the board may in their absolute discretion deem beneficial in the interest of the company subject to maximum aggregate amount not exceeding Rs. 1,00,00,00,000 ( Rs. One Hundred Crore Only) at any time.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to negotiate the terms, condition, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities to the various bodies corporate(s) and person(s) including the power to sale/dispose of the investments so made, from time to time, and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** Mr. Mayank Agarwal, Director of the Company be and is hereby authorized to sign and submit Form MGT-14 under section 186 and to do such other acts, and to submit such other documents, as may be required to be filed under the Companies Act, 2013 or any other applicable legislation, from time to time."

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

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of Board of Directors of the Company be and is hereby accorded, subject to the approval of Shareholders' in General Meeting, for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the

Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount upto which the money(ies) may be borrowed shall not exceed Rs 1,00,00,00,000 (Rupees One Hundred Crore Only) at any point of time on account of the principal.

**RESOLVED FURTHER THAT** Mr. Mayank Agarwal, the Directors of the Company be and is hereby authorized to do all such acts, deeds and things, including but not limited to execution of the documents and deeds, as may be applicable for borrowing money(s) or for creating the appropriate mortgages and /or charges on such of the immovable and/or movable properties of the Company as may be necessary, desirable or expedient in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any committee (if formed) of Directors or any other Authorized Signatories of the Company."

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

**"RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), subject to such terms, conditions, stipulations, alterations and modifications, if any, as may be prescribed, consent of Board of Directors of the company (herein after referred to as the Board which expression shall include a committee of Directors, if any duly authorized in this behalf) be and is hereby accorded, subject to the approval of Shareholders in General Meeting, to make 100% investment in the shares of companies named: -

Ayushman Infratech Private Limited,  
Greatvalue Infrastructure India Limited, and  
Shri Paras Nath Plastics Private Limited.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, **Mr. Mayank Agarwal**, Director of the company be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard."

For and on behalf of the Board of Directors  
**Shantnu Investments (India) Limited**  
Shantnu Investment (India) Ltd.

  
Director  
**MANOJ AGARWAL**  
Director  
DIN: 00093633

Place: Delhi  
Date: 23.06.2017

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to vote instead of himself and such proxy need not be a member of the Company.
2. The Proxy form duly executed should reach the Company at its registered office at least 48 hours before the scheduled time of the meeting.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.
4. Requisite Form for the consent of shareholders to call the Extraordinary General Meeting at shorter notice is annexed herewith.

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

**ITEM NO. 1&3**

According to Section 186 of the Companies Act, 2013 the Company cannot give any loan, give any guarantee or provide security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more unless approved by shareholders in their meeting by special Resolution.

The Board of Directors proposed to recommend the Special Resolution as set out in the notice for approval of the Shareholders.

None of the directors are concerned or interested, financially or otherwise in this resolution.

**ITEM NO. 2**

As per the provisions of Section 180(1) (c) of the Companies Act, 2013 (the 'Act') the power of board of directors to borrow money in excess of the aggregate of paid up share capital of the company and free reserves of the company requires the approval of the members of the company. Therefore, it would be necessary to obtain the approval of the members for borrowing monies in excess of the aggregate of the paid-up capital of the Company and its free reserves and/or to secure the re-payment thereof. The Board recommends passing the Special Resolution set out in Item No. 2.

The Board of Directors in its meeting held on 23th June 2017 decided to recommend the Special Resolution as set out in the notice for approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in this item of business.

For and on behalf of the Board of Directors  
For **Shantnu Investments (India) Limited**  
Shantnu Investment (India) Ltd.



Director  
**MANOJ AGARWAL**  
Director  
DIN: 00093633

Place: Delhi  
Date: 23.06.2017