



MARGO FINANCE LIMITED

CIN: L65910MH1991PLC080534

Regd. Office: Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
Dist. Kolhapur - 416109, Maharashtra

Corporate Office: 2nd Floor, 15/76, Old Rajinder Nagar, New Delhi - 110 060

Phone: 011 – 25753331, 41539444, 25767330

E-mail: info@margofinance.com **Website:** www.margofinance.com

NOTICE

32nd ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting ("AGM") of the members of Margo Finance Limited will be held on Thursday, 3rd August, 2023 at 12:30 p.m. (IST), through Video Conferencing (VC) / Other Audio Visual Means("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00400892), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re- Appointment of Ms. Smita Kulkarni (DIN: 08127803) as Non-Executive, Independent Director of the Company.

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

"RESOLVED THAT pursuant to provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (the 'Act'), including the Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Smita Kulkarni (DIN: 08127803), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 8th May, 2018 to 7th May, 2023 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and who being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, effective from 8th May, 2023 to 7th May, 2028 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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4. Re-Appointment of Mr. Shri Dass Maheshwari (DIN: 00181615) as a Whole Time Director designated as "Whole Time Director- Finance & CFO" of the Company for a further period of 1 year w.e.f 30th April, 2023.

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Shri Dass Maheshwari (DIN: 00181615) as a Whole Time Director designated as "Whole Time Director- Finance & CFO" of the Company who has attained the age of 70 years, for a period of 1 year commencing from 30th April, 2023, at the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereto.

(A) Salary & Perquisites:

Basic Salary: Rs. 40,000/- p.m. with an annual increment as may be approved by the Nomination & Remuneration Committee and the Board.

(B) Perquisites and Allowances

1. House Rent Allowance – Rs. 16,500/- p.m. with annual increment as may be approved by the Nomination and Remuneration Committee and the Board.
2. Other Allowance upto Rs. 10,000/-p.m.
3. Telephone, Mobile & laptop at the Residence for official purpose and expenses incurred thereof.
4. Travelling Expenses- as per the Travel Policy of the Company for Directors of the Company.
5. Any other allowances, benefits and perquisites as per the rules and/ or policy of the Company as are applicable to the Whole time Directors of the Company and/ or which may become applicable in future, subject to recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Shri Dass Maheshwari during his tenure of office determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/ re-enactment thereof and subject to the approval of the shareholders of the Company, in the event of absence of profits or inadequate profits in any financial year, during the tenure of office of Mr. Shri Dass Maheshwari, Whole Time Director- Finance & CFO, he shall be paid remuneration by way of salary, perquisites as mentioned above as Minimum Remuneration, notwithstanding the said minimum remuneration is in excess of the limits specified in Section II of Schedule V of the Act subject to the compliance of applicable provisions of Schedule V of the Act;

RESOLVED FURTHER THAT Mr. Shri Dass Maheshwari, Whole Time Director- Finance & CFO shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things to give effect to the aforesaid resolution."

**By Order of the Board of Directors
For Margo Finance Limited**

Date: 29th May, 2023
Place: New Delhi

**Archisha Tyagi
Company Secretary
Membership No: A49606**

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 10/2022 dated 28th December, 2022 read together with circular nos. 20/2020, 21/2021 and 02/2022 dated 5th May, 2020, 14th December, 2021 and 5th May, 2022 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") due in the year 2023 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30th September, 2023. In compliance with the MCA Circulars, this 32nd AGM is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid MCA circulars and SEBI circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In terms of the provisions of Section 112 and 113 of the Act read with the said aforesaid MCA Circulars, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately in this notice). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in this notice, for more information.
4. 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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7. The Members seeking any information with regard to the accounts or resolutions placed at the AGM are requested to send an email to the Company on info@margofinance.com by 28th July, 2023. The same will be replied by the Company suitably.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26th July, 2023 to Thursday, 3rd August, 2023 (both days inclusive) in connection with the Annual General Meeting.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the business under Items No. 3 and 4 of the Notice, is annexed hereto. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, relevant details of Ms. Smita Kulkarni and Mr. Shri Dass Maheshwari, Directors proposed for re-appointment and Mr. Sushil Kumar Agarwal, Director retiring by rotation are provided in the Annexure I to this Notice.
10. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members, whether holding shares in electronic/physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / Registrar and Share Transfer Agent ("RTA").
12. NRI Members are requested to:
 - a) change their residential status on return to India permanently.
 - a) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
13. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company/RTA.
15. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Notice of the 32nd AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Friday, 30th June, 2023. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.margofinance.com and website of the BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

Members of the Company holding shares either in physical form or in Dematerialized forms as on Friday, 30th June, 2023 will be sent Annual Report for the financial year 2022-23 and Notice of 32nd Annual General Meeting through electronic mode.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 32nd AGM of the Company, may send request to the Company's e-mail address at info@margofinance.com mentioning Folio No./DP ID and Client ID.
16. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to info@margofinance.com. Copies of any documents referred to in the Notice and Explanatory Statement are also available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM.

17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.

18. Registration of E-mail ID

Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

1. Shareholders holding Shares in Physical Mode: Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company viz. Link Intime India Private Limited by sending request to Company's RTA on delhi@linkintime.co.in or to the Company at info@margofinance.com. The said request be accompanied with Form ISR-1 for KYC updation.
2. Shareholders holding Shares in Dematerialized Mode: Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s).

In case of any queries / difficulties in registering the e-mail address, Shareholders may write to RTA at delhi@linkintime.co.in or to the Company at info@margofinance.com.

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest. Those shareholders who are holding shares in dematerialized mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

19. KYC UPDATION

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30th September, 2023, and linking PAN with Aadhaar by 30th June, 2023 vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 ("SEBI Circular"), it is mandatory for the physical shareholders to update PAN, Address, Email ID, Mobile No., Bank account details ("KYC details") and Nomination details with Link Intime India Private Limited, Registrar and Transfer Agent (RTA) / Company. The RTA/ Company had sent Form ISR-1 for KYC updation, ISR-2 for bank details, Form SH-13/ ISR-3 in respect of nomination to physical shareholders whose KYC were not updated and Form SH-14 to cancel the earlier nomination and record a fresh nomination.

In case a holder of physical securities fails to furnish PAN and KYC details before 1st October, 2023 or link their PAN with Aadhaar on or before 30th June, 2023, in accordance with the SEBI circular dated 16th March, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Form ISR-1, ISR-2, SH-13/ ISR-3/ SH-14 are also available on the website of the Company at www.margofinance.com and on the website of RTA i.e. <https://web.linkintime.co.in/KYC-downloads.html>

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest.

Those shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their Depository Participants.

20. Issue of securities in Demat mode and Demat of shares

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, while making any service request, Members are requested to submit duly filled and signed Form ISR - 4, the format of which is available on the Company's website at www.margofinance.com and on the website of the Company's

Registrar and Transfer Agents, Link Intime India Private Limited at <https://web.linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Hence, the members are once again requested to update their KYC details as specified in point 19 above.

As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, transfer of equity shares can be made only in dematerialised mode. Hence, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Link Intime India Private Limited in case of any queries in this regard.

INSTRUCTIONS FOR E-VOTING:

Pursuant of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended from time to time, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through National Securities Depository Limited ("NSDL") to all Members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the notice of the 32nd Annual General Meeting ("AGM") of the Company.

General Instructions:

- a) **The remote e-voting period begins on Monday, 31st July, 2023 at 9.00 a.m. (IST) and ends on Wednesday, 2nd August, 2023 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 27th July, 2023 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. (IST) on Wednesday, 2nd August, 2023.**
- b) Ms. Ashu Gupta, Proprietor of M/s. Ashu Gupta & Associates, Practicing Company Secretaries (Membership No.: FCS 4123; CP No: 6646), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at AGM in a fair and transparent manner.
- c) In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Thursday, 27th July, 2023 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Thursday, 27th July, 2023, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those members, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- d) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."**
- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the Company as on the cut-off date i.e. Thursday, 27th July, 2023.
- g) The Scrutinizer shall submit her consolidated report to the Chairman within 2 working days from the conclusion of the AGM.

- h) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.margofinance.com and on the website of NSDL at <https://www.evoting.nsdl.com> and shall simultaneously be communicated to BSE Limited at www.bseindia.com. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, 3rd August, 2023.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE THROUGH REMOTE E-VOTING:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholdersb	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open

the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. EVEN of the Company is 124402. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload

their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@margofinance.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@margofinance.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do

not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
5. 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.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at info@margofinance.com. The same will be replied by the company suitably. The Company will also provide chat box facility to ask the questions concurrently during the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Board of Directors of the Company vide Circular Resolution dated 3rd May, 2023, had approved and recommended to the members, the appointment of Ms. Smita Kulkarni as Non-Executive Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company, effective from 8th May, 2023 to 7th May, 2028.

Ms. Smita Kulkarni, has completed B.A. and having experience of more than 40 years in field of Corporate Secretarial and Legal. She retired from a leading manufacturing Company after serving a long tenure of more than 35 years. Considering her vast experience and knowledge, the Board is of the opinion that presence of Ms. Smita Kulkarni on the Board will be of immense value to the Company.

The Members of the Company at the 27th Annual General Meeting of the Company held on 11th September, 2018 had appointed Ms. Smita Kulkarni as Independent Director of the Company with effect from 8th May, 2018 for a period of 5 (Five) consecutive years to hold office up to 7th May, 2023. She is due for retirement from the first term as an Independent Director on 7th May, 2023. The Nomination and Remuneration Committee, at vide Circular Resolution dated on 3rd May, 2023, keeping in view, her vast expertise and knowledge, has recommended to the Board of Directors her re-appointment for second term of 5 (Five) consecutive years on the Board of the Company w.e.f 8th May, 2023 to 7th May, 2028, subject to member's approval at the ensuing General Meeting of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each. Ms. Smita Kulkarni fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Further, Ms. Smita Kulkarni is not disqualified to act as Director of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Ms. Smita Kulkarni has been provided in the "Annexure-I" to the Notice. In terms of the provisions of the Companies Act, 2013, Ms. Smita Kulkarni has filed requisite consent(s)/disclosures before the Board.

The Board seeks the approval of members for the appointment of Ms. Smita Kulkarni as an independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Except Ms. Smita Kulkarni, being an appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the Members.

ITEM NO.4

The Board of Directors of the Company at its meeting held on 29th May, 2023, had approved and recommended to the members, the appointment of Mr. Shri Dass Maheshwari as Whole Time Director designated as "Whole Time Director- Finance & CFO" for a further period of one year on the Board of the Company, effective from 30th April, 2023.

Mr. Shri Dass Maheshwari aged 70 Years, is Whole Time Director of the Company and is involved with the Company since ages. He holds a Bachelor's Degree in Commerce. He has more than 40 years of experience in field of Finance & Corporate functions. Taking into consideration the rich experience, expertise and invaluable contributions of Mr. Shri Dass Maheshwari, the Board is of opinion that he is best suited for the said position. Accordingly, it will be in the best interest of the Company to retain him in his present role as Whole Time Director designated as "Whole Time Director- Finance & CFO" of the Company for another term of one year.

The Members of the Company at the 30th Annual General Meeting of the Company held on 28th September, 2021 had reappointed Mr. Shri Dass Maheshwari as Whole Time Director designated as "Whole Time Director- Finance & CFO" of the Company for a period of 2 (Two) years with effect from 30th April, 2021 under the provisions of the Companies Act, 2013 and

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SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The existing term of Mr. Shri Dass Maheshwari as Whole Time Director was for a period of 2 years upto 29th April, 2023. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 29th May, 2023 has recommended to the Board of Directors his appointment as Whole Time Director designated as "Whole Time Director- Finance & CFO" for a further period of one year with effect from 30th April, 2023 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board and approved by Board. It is proposed to seek member's approval for the re-appointment and remuneration payable to Mr. Shri Dass Maheshwari as Whole Time Director designated as "Whole Time Director- Finance & CFO".

In accordance with the provisions of Section 196 and Schedule V of the Companies Act, 2013 (the 'Act'), (a) that no Company shall appoint a person who has attained the age of 70 years, as Managing Director, Whole-time Director or Manager unless his appointment is approved by a special resolution. As Mr. Shri Dass Maheshwari has attained the age of seventy years and also satisfies all the related conditions of the section, it is intended to seek approval of the Members by way of special resolution, for his reappointment as "Whole Time Director- Finance & CFO" in compliance with the relevant provisions of the Act;

Mr. Shri Dass Maheshwari has also furnished the consents/declarations for his re-appointment as required under the Act, Rules and SEBI Listing Regulations. He satisfies all the conditions as set out in Part I of Schedule V and is not disqualified in terms of Section 164 of the Act. Further, the necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Shri Dass Maheshwari whose appointment is proposed at Item No. 4 is provided in the "Annexure-I" to the Notice.

The statement as required under Section II, Part II of the Schedule V of the Act, with reference to payment of minimum remuneration at Item No. 4 is annexed hereto as "Annexure II".

Except Mr. Shri Dass Maheshwari, being the appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item no. 4 of the Notice for approval by the Members.

**By Order of the Board of Directors
For Margo Finance Limited**

Date: 29th May, 2023
Place: New Delhi

**Archisha Tyagi
Company Secretary
Membership No: A49606**

ANNEXURE TO AGM NOTICE:

Annexure I

Additional Information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings

1. Re-appointment of Mr. Sushil Kumar Agrawal, Director liable to retire by rotation and recommended for the re-appointment

Name of the Director	Mr. Sushil Kumar Agrawal
Age	74 years
DIN	00400892
Category	Non- Executive-Non- Independent
Date of first appointment on the Board	11.08.2016
Qualification, Brief Resume and nature of expertise in specific functional areas	Mr. Sushil Kumar Agrawal is a qualified Chartered Accountant and had wide experience of more than 50 years in the area of auditing and taxation etc.
Terms and conditions of re-appointment	Mr. Sushil Kumar Agrawal is Non-Executive Non Independent Director and liable to retire by rotation. Further the said appointment is being made as per section 160 of the Companies Act, 2013 and there is no variation in the terms and conditions.
Details of remuneration sought to be paid and remuneration last drawn.	Remuneration/Sitting fees drawn for FY 22-23 is Rs. 17,000/- Remuneration sought to be paid for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter se relationship with any other Director key Managerial Personnel of the Company
Number of Board Meetings attended during the year	During the year 2022-23, five(5) Board meetings were held and Mr. Sushil Kumar Agrawal attended all the meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and Private Companies] as on 31st March,2023	1. Reliance Home Finance Limited 2. Reliance Mediaworks Limited 3. Reliance Broadcast Network Limited 4. Goldengadre Financial Services Limited 5. Reliance Wealth Management Limited 6. Reliance Health Insurance Limited 7. Globesecure Technologies Limited 8. Indian Commodity Exchange Limited
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31st March,2023	Reliance Mediaworks Limited Audit Committee- Chairman Stakeholders' Relationship Committee- Member Reliance Broadcast Network Limited Audit Committee- Member Reliance Home Finance Limited Audit Committee- Member
Number of shares held in the Company as on 31st March, 2023	NIL

2. Recommend for Re-appointment of Ms. Smita Kulkarni (DIN 08127803) as Independent Director of the Company.

Name of the Director	Mr. Smita Kulkarni
Age	66 years
DIN	08127803
Category	Non- Executive, Independent Director
Date of first appointment on the Board	08.05.2018
Qualification, Brief Resume and nature of expertise in specific functional areas	<p>Ms. Smita Kulkarni, has completed B.A. and having experience of more than 40 years in field of Corporate Secretarial and Legal. She retired from a leading manufacturing Company after serving a long tenure of more than 35 years.</p> <p>Ms. Smita Kulkarni was appointed as Independent Director w.e.f. 8th May, 2018 for a period of 5 (Five) consecutive years.</p>
Terms and conditions of reappointment	Ms. Smita Kulkarni is Independent Director and not liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn.	Remuneration/Sitting fees drawn for FY 22-23 is Rs. 14,000/- Remuneration sought to be paid for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	During the year 2022-23, five (5) Board meetings were held and Ms. Smita Kulkarni attended four (4) Board Meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31st March, 2023	NIL
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31st March, 2023	NIL
Number of shares held in the Company as on 31st March, 2023	NIL

3. Recommend for Re-appointment of Mr. Shri Dass Maheshwari (DIN 00181615) as Whole Time Director of the Company.

Name of the Director	Mr. Shri Dass Maheshwari
Age	70 years
DIN	00181615
Category	Whole Time Director-Finance & Chief Financial Officer
Date of first appointment on the Board	30.04.2018
Qualification, Brief Resume and nature of expertise in specific functional areas	<p>Mr. Shri Dass Maheshwari, B.Com (Hons.) has acquired more than 40 years of experience in field of Finance & Corporate functions.</p> <p>Mr. S.D. Maheshwari was associated with the Company from past 15 years in various capacities and further designated as Chief Financial Officer of the Company w.e.f. 14.05.2014 and considering his position he has been evaluated as Whole time Director with the designation of Whole time Director-Finance & Chief Financial Officer of the Company.</p>

Terms and conditions of reappointment	Mr. Shri Dass Maheshwari is Whole Time Director- Finance & CFO and liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn.	Remuneration drawn for FY 2022-23 is Rs.8.25 lakhs. Remuneration sought to be paid is provided in resolution mentioned in Item No. 4 of the Notice.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	During the year 2022-23, five (5) Board meetings were held and Mr. Shri Dass Maheshwari attended all the meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31st March, 2023	1. Indocount Securities Limited
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31st March, 2023	NIL
Number of shares held in the Company as on 31st March, 2023	NIL

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**I. General Information:**

- 1) Nature of Industry: Investment (NBFC)
- 2) Date of commencement of commercial production: Operations started in the year 1991
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- 4) Standalone Financial performance based on given indicators:

(in Lakhs)

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2023
Revenue from operations	60.07	59.77
Operating Profit (before interest, depreciation and tax)	(14.84)	(35.32)
Profit before Tax	(14.84)	(35.32)
Profit after Tax	(50.44)	(57.32)

- 5) Foreign investments or collaborations, if any: NIL

II. Information about Mr. Shri Dass Maheshwari:

Particulars	Mr. Shri Dass Maheshwari
Background details	Mr. Shri Dass Maheshwari, holds a B.Com (Hons.) degree and has more than 40 years of experience in the field of Finance & Corporate functions.
Past remuneration	FY 2022-23: Rs.8.25 lakhs
Recognition or awards	NIL
Job profile and his suitability	Mr. Shri Dass Maheshwari is responsible for the entire finance function. He has necessary expertise, knowledge and business acumen to drive the business of the Company.
Remuneration proposed	As stated in the Item No.4 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration of Mr. Shri Dass Maheshwari, Whole Time Director & CFO is in line with the nature of Industry, size of the Company, responsibilities entrusted and peer remuneration. After considering all aforesaid factors, NRC has recommended the remuneration specified in Item No. 4 of the notice.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Shri Dass Maheshwari has no pecuniary relationship directly or indirectly either with the Company or with the managerial personnel.

III. Other Information:**1) Reason of Loss or inadequate profits:**

During the financial year under review, the Company's total income is Rs. 59.77 lakhs. However, financials depict loss of Rs. 57.32 lakhs as on 31st March, 2023 due to losses on sale of investment of the Company. Further, the Company is passing a Special Resolution pursuant to the provisions of Section 197 (1) of the Companies Act, 2013 and Schedule V thereto and as a matter of abundant precaution, as the profitability of the Company may be

adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Shri Dass Maheshwari.

2) Steps taken or proposed to be taken for improvement:

The Company constantly endeavors to take all such measures which shall improve the performance of the Company

3) Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and undertakes constant measures to improve the same. However, it is extremely difficult in present scenario to predict profits in measurable terms. For the year ended 31st March, 2023, net loss after tax stood at Rs. 57.32 lakhs.

4) Disclosures:

The information on remuneration package of Mr. Shri Dass Maheshwari, Whole Time Director & CFO is provided in Corporate Governance Report forming part of the Annual Report for FY 22-23.