



Margo Finance Limited

CIN: L65910MH1991PLC080534

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

Tel No: 011 – 25753331, 41539444, 25767330

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

NOTICE

33RD ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Third (33rd) Annual General Meeting (“AGM”) of the Members of Margo Finance Limited (“the Company”) will be held on Wednesday, 21st August, 2024 at 12:00 Noon (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 financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00086106), who retires by rotation and being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Govind Prasad Agrawal (DIN: 00008429), as a Non-Executive Non Independent Director of the Company**

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

“RESOLVED THAT in accordance with the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and Board of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Govind Prasad Agrawal (DIN: 00008429) as a Non-Executive Non Independent Director of the Company w.e.f. 23rd August, 2024, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Govind Prasad Agrawal shall be paid sitting fees for attending any meetings of the Board/ Committee(s)/ General Meeting(s) etc.;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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 one (1) year from 30th April, 2024 to 29th April, 2025**

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 thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, consent of the Board of Directors of the Company be and is hereby accorded for the 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 one (1) year w.e.f. 30th April, 2024, on 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:

(A) Salary & Perquisites:

Basic Salary: Rs. 40,000/- p.m.

(B) Perquisites and Allowances

1. House Rent Allowance – Rs. 16,500/- p.m.
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 be 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 Board of Directors and 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 not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/ General Meeting(s) etc.;

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

5. Re-appointment of Mr. Ambarish Sodha (DIN: 00489489) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provisions of sections 149, 150, 152 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), based on the recommendation of the Nomination and Remuneration Committee and Board of Director, consent of the members be and is hereby accorded for re-appointment of Mr. Ambarish Sodha (DIN: 00489489), as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, effective from 11th September, 2024 to 10th September, 2029 and that he 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.”

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

**Krishna Makwana
Company Secretary
Membership No: A72595**

Date: 29th May, 2024
Place: Mumbai

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 09/2023 dated 25th September, 2023 read together with circular nos. 20/2020, 21/2021, 02/2022 and 10/2022 dated 5th May, 2020, 14th December, 2021, 5th May, 2022 and 28th December, 2022 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") due in the year 2024 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30th September, 2024. In compliance with the MCA Circulars, this 33rd 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 aforementioned MCA 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 aforementioned 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 there at, 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 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.
5. The members, seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before Wednesday, 14th August, 2024, on info@margofinance.com. The same will be replied suitably.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the business under Item No. 3, 4 and 5 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 Mr. Govind Prasad Agrawal, Mr. Shri Dass Maheshwari and Mr. Ambarish Sodha, Directors proposed for appointment/ re-appointment and Mr. Anil Kumar Jain, Director retiring by rotation and proposed for re-appointment are provided in the Annexure I to this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. 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 / RTA.
 9. 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 physical form are requested to submit their PAN details to the Company / RTA. Members holding shares in dematerialized form are requested to submit their PAN to their respective DP.
 10. Book Closure:
The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 14th August, 2024 to Wednesday, 21st August, 2024 (both days inclusive) in connection with the Annual General Meeting.
 11. NRI Members are requested to:
 - (a) change their residential status on return to India permanently.
 - (b) 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.
 12. 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.
 13. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5th January, 2023, Notice of the 33rd AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 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 <https://www.evoting.nsdl.com>.
- Members of the Company holding shares either in physical form or in Dematerialized form as on Friday, 26th July, 2024 will be sent Annual Report for the financial year 2023-24 and Notice of 33rd Annual General Meeting through electronic mode.
14. 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 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.
 15. 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.

16. 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:

- 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.
- 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 shareholders having physical share certificate 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.

17. 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/MIRSDPoD-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.

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

18. 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/investor-relations/#kyc and on the website of the Company’s Registrar and Transfer Agents, Link Intime India Private Limited at 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 17 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 REMOTE E-VOTING

Pursuant to the provisions 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 providing '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 33rd Annual General Meeting ("AGM") of the Company.

GENERAL INSTRUCTIONS:

- a) **The remote e-voting period begins on Sunday, 18th August, 2024 at 9.00 a.m. (IST) and ends on Tuesday, 20th August, 2024 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. Wednesday, 14th August, 2024 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 Tuesday, 20th August, 2024. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.**
- b) Ms. Ashu Gupta, Proprietor of M/s. Ashu Gupta & Associates, Practicing Company Secretaries (Membership No.: F4123; 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 **Wednesday, 14th August, 2024** 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. **Wednesday, 14th August, 2024**, 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 may also attend 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. **Wednesday, 14th August, 2024.**
- g) The Scrutinizer shall submit his consolidated report to the Chairman within two (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 the 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. 21st August, 2024.

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





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 Individual shareholders holding securities in demat mode is given below:

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.	1. 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

	<p>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.</p> <ol style="list-style-type: none"> 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </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 & Myeasi New (Token) Tab and then user your existing my easi username & password. After successful login of Easi/Easiest the user will be able to see the e-Voting Option for eligible companies where the e-voting is in progress as per the

	<p>information provided by the Company. On clicking the e-voting 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & Myeasi New (Token) Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.</p>
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 Forgot User ID and Forgot Password option available at respective websites.

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 telephone nos.: 022 - 4886 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 login 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 **129452**. 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/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF's, NRI's 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 toll free no.: 022-4886 7000 and 022 – 2499 7000 or send a request to Mr. Abhishek Mishra, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose e-mail 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), AADHAAR (self-attested scanned copy of Aadhaar 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), AADHAAR (self-attested scanned copy of Aadhaar 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 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. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/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.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis.

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

ITEM 3

Mr. Govind Prasad Agrawal (DIN: 00008429), was appointed as Non-Executive, Independent Director of the Company for a second term of 5 (Five) years w.e.f. 23rd August, 2019 to 22nd August, 2024. The Board of Directors of the Company at its meeting held on 29th May, 2024 had approved and recommended to the members, the appointment of Mr. Govind Prasad Agrawal (DIN: 00008429), as a Non-Executive Non Independent Director of the Company subject to the approval of the members of the Company on the terms and conditions including remuneration as set out in Item No. 3 of the Notice.

The brief profile of Mr. Govind Prasad Agrawal and other details required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is provided in “**Annexure I**” to the Notice. Considering rich knowledge and varied experience of Mr. Govind Prasad Agrawal, the Board was of the opinion that his association as a Non-Executive Non Independent Director will continue to benefit the Company. Mr. Govind Prasad Agrawal satisfies the conditions specified in Part I of Schedule V of the Companies Act, 2013. Further, He has confirmed that he is not disqualified to act as a Director of the Company and have given his consent for the appointment. He is not debarred from holding office of director by virtue of any SEBI order or any other authority.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the appointment and remuneration of Executive Director requires approval of the shareholders in General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Govind Prasad Agrawal and his relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution at Item No. 3 of the Notice for the approval of members of the Company by way of an Ordinary Resolution.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 8th February, 2024 had approved and recommended to the members, the appointment of Mr. Shri Dass Maheshwari as a Whole Time Director designated as “Whole Time Director- Finance & CFO” of the Company for a further period of one (1) year from 30th April, 2024 to 29th April, 2025.

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 (1) year.

The Members of the Company at the 32nd Annual General Meeting of the Company held on 3rd August, 2023 had re-appointed Mr. Shri Dass Maheshwari as Whole Time Director designated as “Whole Time Director- Finance & CFO” of the Company for a period of one (1) year with effect from 30th April, 2023 under the provisions of the Companies Act, 2013 and 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 one (1) year upto 29th April, 2024.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th February, 2024 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 (1) year with effect from 30th April, 2024 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’), that no Company shall appoint a person who has attained the age of 71 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 71 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 re-appointment 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.

ITEM NO. 5

The Board of Directors of the Company at its meeting held on 29th May, 2024 had approved and recommended to the members, the appointment of Mr. Ambarish Sodha (DIN: 00489489) as Non-Executive Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company, effective from 11th September, 2024 to 10th September, 2029.

Mr. Ambarish Sodha is a founder and partner of A. R. Sodha & Co. He leads the practice of the firm since last 4 decades. During his leadership, he has steered the firm to grow geographically as well as expanding the scope of its services. He has maintained high ethical standards of the firm and penchant for excellence. His multi-faceted and meritorious academics and experience gives him opportunity to serve clients in the areas ranging from accounting to tax, audit, valuations to strategies and governance to law.

He has over 40 years of experience in the field of Direct taxes and regulatory matters. He has argued over 750 matters and assisted senior counsels for over 400 matters. He has extensive experience in litigation in direct taxes including appearances before various Direct Tax Tribunal, Commissioners of Income tax (Appeals) and various other income tax authorities.

His work is focused on advising Indian and foreign businesses for inbound/outbound investments. His areas of expertise include international structures, tax withholding requirements of outbound remittances from India, mergers and restructuring, tax issues for expats in addition to transfer pricing and domestic taxation. He has played wide variety of roles including audit, corporate finance, profit enhancement planning and corporate governance.

Mr. Ambarish Sodha was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the members at the 29th AGM held on 29th September, 2020, to hold office up to 10th September, 2024. The Nomination and Remuneration Committee, at its meeting held on 29th May, 2024, after taking into account the performance evaluation of Mr. Ambarish Sodha during his first term of five (5) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of five (5) consecutive years. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Mr. Ambarish Sodha possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director.

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 (5) consecutive years each. Mr. Ambarish Sodha fulfills 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.

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. Ambarish Sodha has been provided in in the **“Annexure I”** to the Notice. In terms of the provisions of the Companies Act, 2013, Mr. Ambarish Sodha has filed requisite consent(s)/ disclosures before the Board.

In the opinion of the Board and based on its evaluation, Mr. Ambarish Sodha fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Company and he is independent of the Management of the Company. Copy of the draft letter for

appointment Mr. Ambarish Sodha as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours.

The resolution seeks the approval of members for the re-appointment of Mr. Ambarish Sodha as an Independent Director of the Company effective 11th September, 2024 to 10th September, 2029, 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 his office shall not be liable to retire by rotation.

Except Mr. Ambarish Sodha, being an appointee, 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. 5 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Additional Information of Directors seeking appointment/reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2

Name of the Director	Mr. Anil Kumar Jain	Mr. Shri Dass Maheshwari	Mr. Govind Prasad Agrawal	Mr. Ambarish Sodha
Age	71 years	71 years	69 years	71 years
DIN	00086106	00181615	00008429	00489489
Category	Chairman (Non-Executive)	Whole Time Director Finance & CFO	Non-Executive Non-Independent Director	Non-Executive Independent Director
Date of first appointment on the Board	18/10/1991	30/04/2018	18/10/1991	11/09/2019
Brief Resume and nature of expertise in specific functional areas	Mr. Anil Kumar Jain, a B.Com (Hons.) from St. Xavier's College, Kolkata has acquired more than 40 years of experience in the industry. He started his career from 1975 and had held various key positions in the family business. He was instrumental in turning around BIFR / Sick Units by introducing innovative technology and export culture.	Mr. Shri Dass Maheshwari, B.Com (Hons.) has acquired more than 40 years of experience in field of Finance & Corporate functions. 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 & CFO of the Company.	Mr. G. P. Agrawal is a Company Secretary (FCS) by profession and has more than 30 years' experience in Company Secretary, Legal Accounting and Taxation. He serves advisory and consultations services in Legal, Finance, Accounts, Taxation etc. Mr. G P Agrawal is on the Board of various unlisted private and public Companies.	Mr. Ambarish Sodha is a Chartered Accountant (FCA) by profession and has more than 40 years' experience in Legal Accounting and Taxation. He serves advisory and consultations services in Legal, Finance, Accounts, Taxation etc.

Terms & conditions of re-appointment	Mr. Anil Kumar Jain is Chairman (Non-Executive) and liable to retire by rotation.	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.	Not Applicable	Remuneration drawn for FY 2023-24 is Rs. 8.37 lakhs Remuneration sought to be paid is provided in resolution mentioned in Item No. 4 of the Notice.		Mr. Ambarish Sodha shall be entitled for sitting fees as may be approved by the Board from Time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None	None	None
Number of Board Meetings attended during the year 2023-24	Four (4)	Four (4)	Four (4)	Four (4)
Directorships held in other public Companies, including listed Companies [excluding foreign, deemed public companies and private Companies, Section 8 companies] as on 31st March, 2024	Indo Count Industries Limited	Indocount Securities Limited	Two (2) Rama Vision Limited Avonmore Capital & Management Services Limited	NIL
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other	Indo Count Industries Limited: Member in Stakeholder Relationship Committee.	NIL	Rama Vision Limited Member- Audit Committee Member - Stakeholders	NIL

Public Companies as on 31st March, 2024			Relationship Committee Avonmore Capital & Management Service Limited Member- Audit Committee Chairman- Stakeholders Relationship Committee	
Number of shares held in the Company as on 31st March, 2024	NIL	NIL	927 Equity Shares	NIL

Annexure II

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, 2024	Year ended 31 st March, 2023
Revenue from operations	81.62	59.77
Operating Profit (before interest, depreciation and tax)	43.56	(35.32)
Profit before Tax	43.56	(35.32)
Profit after Tax	24.28	(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 2023-24: Rs. 8.26 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. 81.62 lakhs and Net Profit is Rs. 24.28 Lakhs. 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, 2024, net profit after tax stood at Rs. 24.28 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 2023-24.