



Notice

Notice is hereby given that the 23rd Annual General Meeting of the members of Anmol India Limited will be held on Tuesday, the 28th day of September, 2021 at 09.00 A.M. at the Registered Office of the Company at 2nd Floor, Aggar Nagar, Block B, Ludhiana, Punjab 141001 to transact the following business:

Ordinary Business

Item No. 1 Adoption of Financial Statements

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the report of the Board of Directors and Auditors thereon.

Item No. 2 Appointment of Director

To appoint a Director in place of Mr. Sahil Aggarwal, who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

Item No. 3 To appoint Mrs. Nidhi Chopra as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Nidhi Chopra (DIN: 09075403) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective March 1, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Board Governance, Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from March 1, 2021 to Feb 28, 2026, not liable to retirement by rotation.

Item No. 4 To appoint Ms. Bhupinder Preet Kaur as an Independent Director

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



RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Bhupinder Preet Kaur (DIN: 09074080) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective March 1, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Board Governance, Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from March 1, 2021 to Feb 28, 2026, not liable to retirement by rotation.

Item No. 5 Approval for Loan and Investment in excess of prescribed limits

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 section 186 of the Companies Act 2013 (as amended or re-enacted from time to time) read with Rule no. 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the members of the company be and is hereby accorded to grant loans or make investment or provide security or guarantee in for an amount(s) exceeding 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores), on such terms and conditions as may be decided by Board from time to time.

Item No. 6 To Increase the remuneration of Mr. Vijay Kumar (DIN: 00574900), Managing Director & Chief Financial Officer 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 the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013 and Rules made there under, and other provisions of the Act, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and in accordance with the approval of the Board and approval of the Nomination and Remuneration Committee of the Board of Directors of the company, consent of the members of the Company be and is hereby accorded for increase in remuneration to Mr. Vijay Kumar, Managing Director & CFO of the Company upto a maximum limit of Rs. 1,00,00,000/- per annum including perquisites for the remaining period of his current tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/ or remuneration of Mr. Vijay Kumar, Managing Director & CFO of the Company from time to time subject to maximum limit fixed by the members.



RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year, during the term of office of Mr. Vijay Kumar, the Company has no profits or its profits are inadequate, Mr. Vijay Kumar shall continue to get the same remuneration as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

Item No. 7 To increase the remuneration of Mr. Chakshu Goyal (DIN: 03126756), Whole Time 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 the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013 and Rules made there under, and other provisions of the Act, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in accordance with the approval of the Board and approval of the Nomination and Remuneration Committee of the Board of the Directors of the company, consent of the members of the company be and is hereby accorded for increase in remuneration upto a maximum limit of Rs. 1,00,00,000/- per annum including perquisites to Mr. Chakshu Goyal, Wholetime Director of the Company for the remaining period of his current tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/ or remuneration of Mr. Chakshu Goyal, Executive Director of the Company from time to time subject to maximum limit fixed by the members.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year, during the term of office of Mr. Chakshu Goyal, the Company has no profits or its profits are inadequate, Mr. Chakshu Goyal shall continue to get the same remuneration as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

**By Order of the Board of Directors
For Anmol India Limited**

**Parabhjot Kaur
Company Secretary**

Date: 01st September, 2021

Place: Ludhiana

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of the Special Business under Item Nos. 3 to 7 set out above is annexed hereto.



2. A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him, and the proxy need not be a member of the Company. The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

3. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

Pursuant to provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

4. Pursuant to the provisions of Section 91 of the Companies Act 2013, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd Sept, 2021 to Tuesday, 28th Sept, 2021 (both days inclusive) for the purpose of Annual General Meeting.

5. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Bigshare Services Pvt Ltd, Registrar and Transfer Agent, to provide efficient and better services.

6. 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.

7. Members desiring of any information as Regards to the Accounts are requested to write to the registered office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.

8. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.

9. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/ documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their E- Mail address for receiving the Balance Sheet etc. so far are requested to send the same immediately.

10. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at



the Registered Office of the Company during normal business hours on the working days between 10.00 a.m. to 6.00 p.m. except Sunday and holiday.

11. Electronic copy of the Annual Report and Notice of 23rd Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e- voting are being sent to all the members whose e- mail ID's are registered with the Company/ Depository Participant(s) for communication purposes.
12. The cut-off date for the purpose of determining the Members eligible for participation in remote e- voting (e-voting from a place other than venue of the AGM) and voting at the AGM is 22nd September, 2021. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the members are provided with the facility to cast their votes electronically, through e- voting services provided by Central Depository Securities Limited (CDSL), on all resolutions set forth in this notice. The Members whose names appearing in the Register of Members/ list of Beneficial owners as on 22nd September, 2021, are entitled to vote set forth in this Notice. The remote e- voting period will commence at 9.00 A.M. on 25th September, 2021 and will end at 5.00 P.M. on 27th September, 2021. The facility for voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e- voting shall be able to vote at the meeting through ballot paper. The Company has appointed M/s. Reecha Goel & Associates to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e- voting given hereinafter.
14. The Scrutinizer will submit her report on or before 30th September, 2021 and the results of the same shall be declared by the chairman within 48 hours of conclusion of AGM.. The combined scrutinizer report on e-voting and voting by ballots at AGM will be posted on the website of the company www.anmolindia ltd.com, besides being communicated to CDSL, Stock Exchange viz. BSE Limited (the "BSE") and NSE limited
15. Members/ Proxies are welcome at the AGM of the Company. However the Members/ Proxies may please note that no gifts/ gift coupons will be distributed at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2021 at 9.00 A.M. and will end at 5.00 P.M. on 27th September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under



Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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. 9 |



| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & 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. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p> |



| | |
|---|--|
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
|---|--|

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|---|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take



utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for Anmol India Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;csprabhjot@anmolindialtd.com (designated email address by company), if they have voted from individual tab & not uploaded same in



the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose Email/ Mobile No. are not registered with the Company/ Depositories.

1. For Physical shareholders- please provide necessary details like 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 **RTA at info@bigshareonline.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Special Resolution under Item No. 3

On 1st March 2021 pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mrs. Nidhi Chopra as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 1st March, 2021 to 28th February, 2026 subject to approval of the Members of the Company.

The Company has received a Notice in writing from a member proposing her appointment as an Independent Director of the Company.

The company has received a declaration from Mrs. Nidhi Chopra confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Nidhi Chopra's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Nidhi Chopra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company.

Mrs. Nidhi Chopra holds a bachelor degree in Arts. She has an experience of around two decades as a business woman.

Additional information in respect of Mrs. Nidhi Chopra, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mrs. Nidhi Chopra is also provided at Annexure A to this Notice.

Except Mrs. Nidhi Chopra, none of the Directors and Key Managerial Personnel of the Company



and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution proposing the appointment of Mrs. Nidhi Chopraas an Independent Director of the Company, as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Special Resolution under Item No. 4

On March 1, 2021, Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Bhupinder Preet Kaur (DIN: 09074080) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from March 1, 2021 to Feb 28, 2026, subject to approval of the Members of the Company.

The Company has received a Notice in writing from a member proposing her appointment as an Independent Director of the Company.

The Company has received a declaration from Ms. Bhupinder Preet Kaur confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Bhupinder Preet Kaur's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Bhupinder Preet Kaur fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management.

Ms. Bhupinder Preet Kaur holds a master's degree in Commerce and is also C.A. (Inter). She is having approx 7 years of experience in the field of Accounts and Finance. She has good command over GST Act 2017, Taxation (Direct & Indirect) etc.

Additional information in respect of Ms. Bhupinder Preet Kaur, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Ms. Bhupinder Preet Kaur is also provided at Annexure A to this Notice.

Except Ms. Bhupinder Preet Kaur, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution proposing the appointment of Ms. Bhupinder Preet Kaur as an Independent Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Special Resolution under Item No. 5

As per Section 186 of the Companies Act, 2013, a Company is required to obtain the prior approval of the members through a special resolution, in case the Company wants to-



- (a) Give any loan to any person or other body corporate;
- (b) Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The Board of Directors may invest surplus funds of the Company in the best interests of the company from time to time. The Board of Directors, therefore, is seeking enabling approval of the members pursuant to Section 186 of the Companies Act, 2013 to make loans, investments or guarantees over and above the limits specified in the said section.

Hence the proposed resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company and/ or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out in item no. 5 of the accompanying notice.

Special Resolution under Item No.6

Sh. Vijay Kumar was appointed as Managing Director and CFO of the company w.e.f. 28.05.2018 for a period of five years. The members in Extra Ordinary General Meeting held on 06.02.2019 had approved an annual salary of Rs. 12.00 Lacs which was further increased to Rs. 50.00 lacs by the members in the AGM held on 26th August, 2019. The annual remuneration was further increased to Rs. 75.00 lacs by the members in the AGM held on 26.09.2020.

Considering the overall growth of the Company, under the dynamic leadership of Sh. Vijay Kumar, the Nomination and Remuneration committee has proposed to further enhance remuneration, as indicated in the resolution, to him subject to the approval of the members for the remaining period of his current tenure.

Accordingly, the Board recommends the adoption of Special resolution set out at Item No. 6. The relevant details are as below:

I. General information:

- (1) Nature of industry: The Company is engaged in the trading of imported coal in the domestic market.
- (2) Date of commencement of commercial operations : 03rd April, 1998
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- (4) Financial performance based on given indicators:

(Rs. In Crores)

| Particulars | FY 2021 | FY 2020 |
|--|----------------|----------------|
| Total Income | 696.58 | 556.13 |
| Expenditure other than Interest and Depreciation | 680.76 | 547.55 |
| Profit before Interest, Depreciation and Tax | 15.82 | 8.58 |
| Interest | 2.31 | 2.29 |
| Profit before Depreciation & Tax | 13.51 | 6.29 |



| | | |
|---|-------|------|
| Depreciation | 0.17 | 0.16 |
| Profit before tax and Exceptional Items | 13.34 | 6.13 |
| Provision for Current Tax | 3.46 | 1.61 |
| Provision for Deferred Tax | 0.00 | 0.00 |
| Net Profit | 9.88 | 4.52 |

- (5) Foreign investments or collaborations, if any: The Company has not made any foreign investments and nor entered into any foreign collaborations during the last year.

II. Information about the appointee:

- (1) Background details: Mr. Vijay Kumar: He is founder and promoter of the Company. He is designated as Managing Director and Chief Financial Officer of the Company. He is matriculation passed. He is on the Board of Company since incorporation i.e. 03rd April, 1998.
- (2) Past remuneration: During the financial year ended 31st March, 2021, Rs. 30,00,000/- was paid as remuneration to Mr. Vijay Kumar..
- (3) Recognition or awards: NA
- (4) Job profile and his suitability: Mr. Vijay Kumar: He has experience of almost 36 years in the coal related industry. He looks after of routine operational activities of our Company. With his multifunctional experience, he guides company in growth strategies and lighting the Company in increasing its scale in leaps and bounds.
- (5) Remuneration proposed: Mr. Vijay Kumar: Salary proposed is maximum limit of Rs. 1,00,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vijay Kumar, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any. Besides the remuneration proposed to be paid to Mr. Vijay Kumar he has no pecuniary relationship with the Company.

III. Other information:

- (1) Reasons of loss or inadequate profits: Not Applicable
- (2) Steps taken or proposed to be taken for improvement: Not Applicable
- (3) Expected increase in productivity and profits in measurable terms : Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended 31st March, 2021.

Besides Sh. Vijay Kumar, Mr. Chakshu Goyal and Mrs. Neelam Rani, being the relatives of Sh. Vijay Kumar are concerned or interested in this resolution. None of the Key Managerial Personnel or their relatives or any of other officials of the Company, in any way, financially or otherwise, concerned or interested in the resolution are concerned or interested in the Resolution.



Special Resolution under Item No. 7

Mr. Chakshu Goyal was re-appointed as Wholetime director for a period of five years w.e.f. 01.09.2019 at a remuneration of Rs. 50,00,000/- p.a. which was further increased to Rs. 75,00,000/- p.a. w.e.f. by the members in its meeting held on 26.09.2020. Keeping in view the overall progress made by the Company, and the contribution of Mr. Chakshu Goyal, the Nomination and Remuneration committee has proposed an enhanced remuneration, as indicated in the resolution, to him subject to the approval of the members for the remaining period of his current tenure.

Accordingly, the Board recommends the adoption of Special resolution set out at Item No. 7. The relevant details are as below:

I. General information:

- (1) Nature of industry: The Company is engaged in the trading of imported coal in the domestic market.
- (2) Date of commencement of commercial operations: 03rd April, 1998
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- (4) Financial performance based on given indicators:

(Rs. In Crores)

| Particulars | FY 2021 | FY 2020 |
|--|---------|---------|
| Total Income | 696.58 | 556.13 |
| Expenditure other than Interest and Depreciation | 680.76 | 547.55 |
| Profit before Interest, Depreciation and Tax | 15.82 | 8.58 |
| Interest | 2.31 | 2.29 |
| Profit before Depreciation & Tax | 13.51 | 6.29 |
| Depreciation | 0.17 | 0.16 |
| Profit before tax and Exceptional Items | 13.34 | 6.13 |
| Provision for Current Tax | 3.46 | 1.61 |
| Provision for Deferred Tax | 0.00 | 0.00 |
| Net Profit | 9.88 | 4.52 |

- (5) Foreign investments or collaborations, if any: The Company has not made any foreign investments and neither entered into any collaborations during the last year.

II. Information about the appointee:

- (1) Background details: Mr. Chakshu Goyal is the Whole Time Director and promoter of our Company. He has done his MBA from Indian School of Business, Hyderabad and is a graduate in B. Tech. He is on Board of Company since 24th February, 2018.
- (2) Past remuneration: During the financial year ended 31st March, 2021, Rs. 24,00,000/- was paid as remuneration to Mr. Chakshu Goyal.
- (3) Recognition or awards: NA
- (4) Job profile and his suitability: Mr. Chakshu Goyal is having more than 3 years of experience in the Business and he is looking after operations as well as the marketing of the Company. He has brought various structural changes to the Company. He has greatly expanded the sales territory of the Company and brought in new markets through unique marketing ideas and innovative solutions to the various operational problems.
- (5) Remuneration proposed: Salary proposed is maximum limit of Rs. 1,00,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and



person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Chakshu Goyal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any. Besides the remuneration proposed to be paid to Mr. Chakshu Goyal, he has no other pecuniary relationship with the Company except that Mr. Chakshu Goyal is the son of Mr. Vijay Kumar.

III. Other information:

- (1) Reasons of loss or inadequate profits: Not Applicable
- (2) Steps taken or proposed to be taken for improvement: Not Applicable
- (3) Expected increase in productivity and profits in measurable terms : Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended 31st March, 2021.

Besides Mr. Chakshu Goyal, Sh. Vijay Kumar and Mrs. Neelam Rani, being the relatives of Sh. Vijay Kumar are concerned or interested in this resolution. None of the Key Managerial Personnel or their relatives or any of other officials of the Company, in any way, financially or otherwise, concerned or interested in the resolution are concerned or interested in the Resolution.



Annexure A to Item No. 2, 3 & 4

Details of the newly appointed Directors and Director seeking re- appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and Secretarial Standard on General Meetings (SS-2)

| | |
|---|---|
| Name of the Director | Mrs. Nidhi Chopra |
| Date of Birth | 02/03/1965 |
| Age | 56 Years |
| Nationality | Indian |
| Qualification | Bachelor of Arts |
| Experience | She has an experience of around two decades as a business woman. |
| Terms and Conditions of appointment or re-appointment | Appointed as Non Executive Independent Director; not liable to retire by rotation |
| Date of Appointment on Board | 01 st March, 2021 |
| Shareholding in the Company | NA |
| Relationships with other Directors, Manager and other Key Managerial Personnel | No relationship with any Director, Manager and other Key Managerial Personnel |
| No. of Meetings of the Board attended during the year | 01 |
| Directorships of other Indian Companies | No Directorship in any other Indian Company |
| Membership/ Chairmanship of Committees of other Companies | No Membership/ Chairmanship of Committees of other Companies |
| Membership/ Chairmanship of Committees of this Company | No Membership/ Chairmanship of Committees of this Company |

| | |
|---|---|
| Name of the Director | Ms. Bhupinder Preet Kaur |
| Date of Birth | 13/02/1992 |
| Age | 29 Years |
| Nationality | Indian |
| Qualification | Bachelor of Commerce, Masters of Commerce, C.A. (Inter) |
| Experience | 7 Years |
| Terms and Conditions of appointment or re-appointment | Appointed as Non Executive Independent Director; not liable to retire by rotation |
| Date of Appointment on Board | 01 st March, 2021 |
| Shareholding in the Company | NA |
| Relationships with other Directors, Manager and other Key Managerial Personnel | No relationship with any Director, Manager and other Key Managerial Personnel |
| No. of Meetings of the Board attended during the year | 01 |



| | |
|---|---|
| Directorships of other Indian Companies | No Directorship in any other Indian Company |
| Membership/ Chairmanship of Committees of other Companies | No Membership/ Chairmanship of Committees of other Companies |
| Membership/ Chairmanship of Committees of this Company | No Membership/ Chairmanship of Committees of this Company |
| Name of the Director | Sahil Aggarwal |
| Date of Birth | 18/04/1986 |
| Age | 35 Years |
| Nationality | Indian |
| Qualification | Bachelor of Commerce |
| Experience | He has approx 7 years of experience of doing business and is managing the Kapurthala Branch of the Company. |
| Terms and Conditions of appointment or re-appointment | Appointed as Non Executive Director; liable to retire by rotation |
| Date of Appointment on Board | 28/08/2015 |
| Shareholding in the Company | 1558000 |
| Relationships with other Directors, Manager and other Key Managerial Personnel | Mr. SahilAggarwalis the son of Mr. TilakAggarwal, Director of the Company. |
| No. of Meetings of the Board attended during the year | 03 |
| Directorships of other Indian Companies | No Directorship in any other Indian Company |
| Membership/ Chairmanship of Committees of other Companies | No Membership/ Chairmanship of Committees of other Companies |
| Membership/ Chairmanship of Committees of this Company | No Membership/ Chairmanship of Committees of this Company |

**By Order of the Board of Directors
For Anmol India Limited**

**ParabhjotKaur
Company Secretary**

Date: 01st September, 2021

Place: Ludhiana