



Notice

Notice is hereby given that the 21st Annual General Meeting of the members of Anmol India Limited will be held on Monday, the 26th day of August, 2019 at 10.00 A.M. at the Registered Office of the Company at Room No.1, DN Tower, 2nd Floor, NH- 37, Basistha, Chariali, Beltola, Guwahati, Kamrup, Assam- 781022, 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, 2019 and the report of the Board of Director's and Auditor's thereon.

Item No. 2 Appointment of Director

To appoint a Director in place of Mrs. Neelam Rani, who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 3 Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s K.R. Aggarwal, Chartered Accountants, Ludhiana (Firm Registration No. 030088N) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 21st Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes for the purpose of audit.

Special Business

Item No. 4 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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as

may be necessary, proper, desirable or expedient to give effect to this resolution.

Item No. 5 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency), from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and

the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.

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 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 thereunder, 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 by way of special resolution for increase in remuneration upto a maximum limit of Rs. 50,00,000/- per annum including perquisites to Mr. Vijay Kumar, Managing Director & CFO of the Company w.e.f. 01.09.2019 till the remaining period of his current tenure i.e. 27.05.2023 as against the existing remuneration paid to him.

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 and approval of the Central Government or such other appropriate authorities, wherever required;

RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary of the Company be and are hereby authorized jointly or severally to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to concerned Registrar of Companies, Central Government or any other relevant authority to give effect to above resolution.

Item No. 7 To reappoint Mr. Chakshu Goyal (DIN: 03126756) as Executive Director and to increase the remuneration

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013 and Rules made thereunder, 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 by way of special resolution for re-appointment and increase in remuneration upto a maximum limit of Rs. 50,00,000/- per annum including perquisites to Mr. Chakshu Goyal, Executive Director of the Company w.e.f. 01.09.2019.

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 and approval of the Central Government or such other appropriate authorities, wherever required;

RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary of the Company be and are hereby authorized jointly or severally to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to concerned Registrar of Companies, Central Government or any other relevant authority to give effect to above resolution.

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

**Parabhjot Kaur
Company Secretary**

Date: 30th July, 2019

Place: Guwahati

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. 5 to 8 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. 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 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.

3. Pursuant to the provisions of Section 91 of the Companies Act 2013, Register of

4. Members and Share Transfer Books of the Company will remain closed from 20st Aug, 2019 to 26th Aug, 2019 (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. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.



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 Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.
11. Electronic copy of the Annual Report and Notice of 21st 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 unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 21st Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e- voting are being sent in the permitted form.
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 19th August, 2019. 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 19th Aug, 2019, are entitled to vote set forth in this Notice. The remote e- voting period will commence at 9.00 A.M. on 23rd Aug, 2019 and will end at 5.00 P.M. on 25th Aug, 2019. The facility for voting through electronic voting system 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 Insta Poll. 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 to Managing Director of the company after completion of scrutiny in a fair and transparent manner and the result of the e- voting will be announced by the Managing Director on or before 28th Aug, 2019 at the Registered office of the company at Room No. 1, DN Tower, 2nd Floor, NH- 37, Basistha, Chariali, Beltola, Guwahati, Kamrup, Assam- 781022. The result of the postal ballot will be posted on the website of the company www.anmolindia ltd.com, besides being communicated to Stock Exchange viz. BSE Limited (the "BSE")
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.anmolindia ltd.com and on the website of CDSL, Immediately after the declaration of Result by the Managing Director or any person authorized by him in writing. The results shall be forwarded to the stock exchanges where the shares of the Company are listed.
16. 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.
 - A) Voting through e-voting:**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

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

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| | <p>or folio.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details instruction (5). |
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for the relevant Anmol India Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.



- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Institutional Shareholders

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 they have to create a compliance user 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 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.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xviii) The official responsible to address the grievances connected with the e-voting or postal ballot is Prabhjot Kaur, Company Secretary, having email Id: csprabhjot@anmolindia ltd.com and phone no. 0161- 4503400.

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

Item No. 4 & 5 Keeping in view the Company’s existing and future financial requirements for expansion spree of the Company, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) is exceeding the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs. 500 Crores (Rupees Five Hundred Crores only) over and above paid up and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Further in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the prior approval of members in the General Meeting by way of SR.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions. The Board commends the Special Resolutions set out at Item Nos. 4 & 5 for the approval of Members.

Item No. 6 Mr. 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. 12,00,000/- to be paid to him. The Managing Director & CFO of the Company have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Vijay Kumar, Managing Director &

CFO may not be sufficient enough to pay. He has been affiliated with the Company as a member of Board of Directors since 1998 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Coal Industry.

Therefore the Board has decided to pay him an annual salary to the maximum tune of Rs. 50,00,000/- subject to approval of the members of the company. Hence the proposed Resolution.

Except Sh. Chakshu Goyal who is related to Mr. Vijay Kumar none of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution. The Board commends the Special Resolution set out at Item Nos. 6 for the approval of Members.

Item No. 7 Mr. Chakshu Goyal, is the executive Director of the Company. He has wholesome exposure on all aspects of business of the Company. Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the

Company, it is decided to re appoint him as executive director of the company w.e.f. 1st September, 2019 at an annual salary to the maximum tune of Rs. 50,00,000/- including perquisites for a period of five years as may be approved by the Board from time to time. Hence the proposed Resoluion

Except Sh. Vijay Kumar who is related to Mr. Chakshu Goyal none of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution.

The Board commends the Special Resolution set out at Item Nos. 7 for the approval of Members.

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

**Parabhjot Kaur
Company Secretary**

**Date: 30th July, 2019
Place: Guwahati**