



Notice

Notice is hereby given that the 24th Annual General Meeting of the members of Anmol India Limited will be held on Wednesday, the 28th day of September, 2022 at 10.00 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, 2022 and the report of the Board of Directors and Auditors 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.

Special Business

Item No. 3 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 185 and other applicable provisions, if any of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force, read with the relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors to give loan to Coal Mantra Private Limited (hereinafter referred as "borrowing company") to the extent of INR 5,00,00,000/- (Rupees Five Crores only) on a condition that such loan shall be utilized for the principal business activities of the borrowing company, a company in which the director(s) of the company is/are interested.

FURTHER RESOLVED THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate and finalise the terms and conditions of the aforesaid loan from time to time, to take all necessary legal and procedural steps to execute such documents, deeds, instruments and writings etc. in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto, as the Board may deem fit in the best interest of the Company.

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) but shall not exceed Rs. 1,000/- crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept 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 in the best interests of the Company.

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 & approve the remuneration to be paid to Mr. Tilak Raj (DIN: 00574968), Non-Executive 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 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 to pay to Mr. Tilak Raj, non-executive Director of the Company, a remuneration upto a maximum limit of Rs. 1,00,00,000/- per annum including perquisites for a period of three years w.e.f. 1st October, 2022.

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 terms or remuneration of Mr. Tilak Raj, non-executive Director of the Company, from time to time subject to maximum limit fixed by way of aforesaid resolution.

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 period of office of Mr. Tilak Raj, the Company has no profits or its profits are inadequate, Mr. Tilak Raj shall continue to get the same remuneration as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (6) (ca) of the SEBI (LODR) Regulations, 2015 the remuneration payable to him shall further require annual approval from the members of the Company by way of special resolution if remuneration payable to him exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Item No. 6 To consider & approve the remuneration to be paid to Mr. Sahil Aggarwal (DIN: 07269522), Non-Executive 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 to pay to Mr. Sahil Aggarwal, non-executive Director of the Company, a remuneration upto a maximum limit of Rs. 1,00,00,000/- per annum including perquisites for a period of three years w.e.f. 1st October, 2022.

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 terms or remuneration of Mr. Sahil Aggarwal, non-executive Director of the Company, from time to time subject to maximum limit fixed by way of aforesaid resolution.

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 period of office of Mr. Sahil Aggarwal, the Company has no profits or its profits are inadequate, Mr. Sahil Aggarwal shall continue to get the same remuneration as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (6) (ca) of the SEBI (LODR) Regulations, 2015 the remuneration payable to him shall further require annual approval from the members of the Company by way of special resolution if remuneration payable to him exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

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

**Sd/-
Parabhjot Kaur
Company Secretary**

**Date: 01st September, 2022
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 6 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, 22nd Sept, 2022 to Wednesday, 28th Sept, 2022 (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 24th 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, 2022. 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, 2022, are entitled to vote set forth in this Notice. The remote e- voting period will commence at 9.00 A.M. on 25th September, 2022 and will end at 5.00 P.M. on 27th September, 2022. 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, 2022 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.anmolindialtd.com, besides being communicated to CDSL, Stock Exchange viz. BSE Limited 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:

16. The voting period begins on 25th September, 2022 at 9.00 A.M. and will end at 5.00 P.M. on 27th September, 2022. 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, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
17. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
18. 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.

19. 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.
20. 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.
 - (i) 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.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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.nsd.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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
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 022-23058738 and 22-23058542-43. 10



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
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(ii) 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 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for Anmol India Limited on which you choose to vote.
- (vii) 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.



- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) **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/ Authorityletter 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@anmolindia.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

As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities. The loan amount to the extent of INR 5,00,00,000/- (Rupees Five Crores only) is proposed to be lent to Coal Mantra Private Limited on a condition that it will be used by the borrowing company for the purpose of its principal business activities only.

Hence the proposed resolution. Board recommends the passing of the special resolution.

Mr. Chakshu Goyal being Director and member in Coal Mantra Private Limited is interested in the resolution.

Special Resolution under Item No. 4

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). Hence, it is proposed to increase the earlier sanctioned maximum borrowing limits from Rs. 500 Crores to Rs. 1000 Crores (Rupees One Thousand Crores only). 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.

Hence the proposed resolution. Board recommends the passing of this Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the resolution.

Special Resolutions under Item No. 5 & 6

Looking to the competitive business environment, and consequent increase in the responsibilities of the Non-Executive Directors, it is considered prudent and appropriate to remunerate the NEDs of the Company. However, the Act, restricted payment of any remuneration to Non-Executive Directors in case of loss or inadequate profits in any financial year. As per Section 197 of the Companies Act, 2013 read with Schedule V of the Act read with rules made thereunder, Company can remunerate to non-executive directors in excess of limits as prescribed under Schedule V by getting approval of members through special resolution.

The Company believes in the philosophy to remunerate adequately the non- executive directors for giving their time to the Company and their inputs in the strategic decisions of the Company. As the Company is in the growth trajectory but the profitability is unpredictable. As an enabling action, it is proposed to take approval of the members shareholders by way of Special Resolution in terms of Section 197 and Schedule V of the Act read with Rules made thereunder, for payment of remuneration to the non- executive directors.

Considering the overall growth of the Company, the Nomination and Remuneration committee has approved the remuneration, as indicated in the resolutions set out at Item No. 5 & 6, subject to the approval of the members of the Company.



Accordingly, the Board recommends the adoption of Special resolutions set out at Item No. 5 & 6.

The relevant details are as below:

Information for Mr.Tilak Raj:

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 2022	FY 2021
Total Income	1064.57	696.58
Expenditure other than Interest and Depreciation	1037.27	680.76
Profit before Interest, Depreciation and Tax	27.30	15.82
Interest	6.45	2.31
Profit before Depreciation & Tax	20.85	13.51
Depreciation	0.02	0.17
Profit before tax and Exceptional Items	20.83	13.34
Provision for Current Tax	5.29	3.46
Provision for Deferred Tax	(0.01)	0.00
Net Profit	15.55	9.88

- (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. Tilak Raj, aged 65 years, is the Non-Executive Director of our Company. He is undergraduate and has been doing business for more than 45 years out of which he has been in the Coal trade for more than 20 years. He is on Board of Directors of the Company since 21st August, 2000.
- (2) **Past remuneration:** NA
- (3) **Recognition or awards:** NA
- (4) **Job profile and his suitability:** Being in the Coal trade for more than 20 years, he guides company in growth strategies and enlightening the Company on the various aspects.
- (5) **Remuneration proposed:** Maximum remuneration proposed is Rs.1,00,00,000/- per annum including perquisites for a period of three years w.e.f. 1st October, 2022.
- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Tilak Raj, 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: NIL**

III. Other information:

- (1) **Reasons of loss or inadequate profits:** The % of the profits earned during the year on turnover of the company was 1.96% as compared to 1.94% during the previous year. The company has tried to mitigate the effects of COVID-19 pandemic on the operations of the company however it will take time to improve the profit percentage. The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013 and the Company wants to remunerate the non-executive directors keeping in view the contribution made by them in the growth of the Company.
- (2) **Steps taken or proposed to be taken for improvement:** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium trader of imported coal and deep distribution network are also expected to enable the Company to position itself during adversities. The Company has taking a number of steps towards further reduction in costs and improvements in efficiencies.
- (3) **Expected increase in productivity and profits in measurable term:** Company has taken various initiatives to maintain its leadership, improve market share and financial performance. Based upon the expected growth in the coal business and expected improvements in the coal business, the company is aggressively pursuing and implementing its strategies to improve financial performance.

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, 2022.

Besides Mr. Tilak Raj, Mr. Sahil Aggarwal being the relative of Mr. Tilak Raj 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.

Information for Mr. Sahil Aggarwal:

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 2022	FY 2021
Total Income	1064.57	696.58
Expenditure other than Interest and Depreciation	1037.27	680.76
Profit before Interest, Depreciation and Tax	27.30	15.82



Interest	6.45	2.31
Profit before Depreciation & Tax	20.85	13.51
Depreciation	0.02	0.17
Profit before tax and Exceptional Items	20.83	13.34
Provision for Current Tax	5.29	3.46
Provision for Deferred Tax	(0.01)	0.00
Net Profit	15.55	9.88

(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. Sahil Aggarwal, aged 36 years, is the Non-Executive Director and son of Mr. Tilak Raj, Director of our Company. He is graduate by education. He is having more than 5 years of experience in the Business.
- (2) **Past remuneration:** NA
- (3) **Recognition or awards:** NA
- (4) **Job profile and his suitability:** He manages the Kapurthala branch of the company. He handles the Retail sales of the company in Punjab region which is a very important customer segment during bearish market. He is on the Board of Company since 28th August, 2015.
- (5) **Remuneration proposed:** Maximum remuneration proposed is Rs.1,00,00,000/- per annum including perquisites for a period of three years w.e.f. 1st October, 2022.
- (6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sahil Aggarwal, 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, if any:** NIL

III. Other information:

- (1) **Reasons of loss or inadequate profits:** The percentage of the profits earned during the year on turnover of the company was 1.96% as compared to 1.94% during the previous year. The company has tried to mitigate the effects of COVID-19 pandemic on the operations of the company however it will take time to improve the profit percentage. The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013 and the Company wants to remunerate the non executive directors keeping in view the contribution made by them in the growth of the Company.
- (2) **Steps taken or proposed to be taken for improvement:** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium trader of imported coal and deep distribution network are also expected to enable the Company to position itself during adversities. The Company has taking a number of steps towards further reduction in costs and improvements in efficiencies.



- (3) **Expected increase in productivity and profits in measurable term:** Company has taken various initiatives to maintain its leadership, improve market share and financial performance. Based upon the expected growth in the coal business and expected improvements in the coal business, the company is aggressively pursuing and implementing its strategies to improve financial performance.

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, 2022.

Besides Mr. Sahil Aggarwal, Mr. Tilak Raj being the relative of Mr. Sahil Aggarwal is 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.



Annexure A to Item No. 2

Details of 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. Neelam Rani
Date of Birth	18/04/1967
Age	55 Years
Nationality	Indian
Qualification	Under Graduate
Experience	She is having more than 20 years of experience in operations and Human Resource Management.
Terms and Conditions of appointment or re-appointment	Appointed as Non- Executive Director; liable to retire by rotation
Date of Appointment on Board	03/04/1998
Shareholding in the Company	573300
Relationships with other Directors, Manager and other Key Managerial Personnel	Wife of Mr. Vijay Kumar and Mother of Mr. Chakshu Goyal
No. of Meetings of the Board attended during the year	09
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**

**Date: 01st September, 2022
Place: Ludhiana**

**Sd/-
Parabhjot Kaur
Company Secretary**