

# ASHARI AGENCIES LIMITED

**CIN: U 65921UP1985PLC007030**

**Website: [www.ashaeiagencies.in](http://www.ashaeiagencies.in)**

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of **Ashari Agencies Limited** will be held on Tuesday the 29<sup>th</sup> Sept, 2015 at 2.30 PM at the registered office of the company at 601, Disco Compound, G.T. Road, Ghaziabad to transact the following business:-

### ORDINARY BUSINESS

- (1) To consider and adopt the Statement of Profit & Loss for the year ended March 31, 2015, the Balance Sheet as at that date and the Report of Directors and the Auditors thereon.
- (2) To appoint a Director in place of Mr. Vijay Kumar Aggarwal who retires by rotation and being eligible offers himself for re-appointment.
- (3) To appoint a Director in place of Mr. Pradeep Kumar who retires by rotation and being eligible offers himself for re-appointment.
- (4) To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

### SPECIAL BUSINESS

- (5) **To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule IV thereto, Shri Anil Kumar Saxena, who was appointed as an Additional Director of the company on 24<sup>th</sup> March, 2015 by the Board of Directors in terms of Section 260 of the Companies Act, 1956 (corresponding to section 161 of the Companies Act, 2013), who holds this office only upto the date of this Annual General Meeting, and in respect of whom, the company has received a notice in writing under section 160 of the said Act from a member proposing the candidature of Shri Anil Kumar Saxena for the office of Director, be and is hereby appointed as Director of the company.

**RESOLVED FURTHER THT** subject to the section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in forced, (hereinafter referred as Act), consent of the members be and is hereby accorded for the appointment of Shri Anil Kumar Saxena (DIN 07180290) who has submitted a declaration under section 149(7) of the Act, as Independent Director of the company for term upto five years, not liable to retire by rotation, effective from 24<sup>th</sup> March, 2015 upto 23<sup>rd</sup> March, 2020.”

- (6) **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 and the Rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from the Company’s Bankers or any other Bank, Financial Institutions, Bodies Corporate(s), Persons etc. from time to time as the need be for the business of the Company, any sum or sums of money, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from cash credit arrangements, discounting of bills and temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and its fee reserves for the time being, that is to say, reserves not set apart for any specific purpose, provided that the total such borrowings by the Board, at any time, shall not exceed the limit of Rs.20,00,00,000/- (Rupees Twenty Crores)”.

**Registered office: 601, Disco Compound, G. T. Road, Ghaziabad-201001 U.P.**

**Email Id: [godgift3000@gmail.com](mailto:godgift3000@gmail.com) Phone No. 0120-4122041**

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**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the company, of such mortgages/charges/hypothecation and floating charges (in addition to the existing mortgages/charges/hypothecation created by the company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and/or movable properties of the company wherever situated, or every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, Advances and all other monies payable by the company to the lenders concerned, subject, however, to an overall limits of Rupees 20,00,00,000/- (Rupees Twenty Crores) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the company to, any financial institution, bank body corporate, company, insurer or to the general public.”

**(7) 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 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, consent of the company be and is hereby granted to the Board of Directors of the company, to give any loan to any person or other body corporate or give any guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time at its discretion for the purpose of the business of the company, which may exceed the limits prescribed under section 186 of the Companies Act, 2013 on such terms and conditions as the Board may think proper and in the interest of the company provided that the total amount of loan given, guarantee provided and securities acquire by the Board shall not exceed the limit of Rs.20,00,00,000/- (Rupees Twenty crores) at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds matters and things as in its absolute discretion, it may consider necessary, expedient and desirable, in order to give effect to the said resolution or as may be otherwise considered by it to the best interest of the company.”

**For and on behalf of the Board of Directors  
ASHARI AGENCIES LIMITED**

Registered office  
601, Disco Compound,  
G.T. Road,

Ghaziabad

Date : 28.08.2015



(Vijay Kumar Aggarwal)  
Director  
DIN : 01020844



(Pradeep Kumar)  
Director  
DIN : 00673828

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**Notes:**

- (1) A member entitled to attend and vote at the Annual General Meeting (The Meeting) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should, however be deposited at the Registered office of the company not less than 48 hours before the commencement of the meeting.
- (2) Corporate members intending to send their authorized representatives to attend the meetings are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (3) A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- (4) Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (5) Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their questions to the company secretary, at least 10 days before the meeting to enable the information required to be made available at the meeting to the best extent possible.
- (6) The company has entered into necessary arrangement with National Securities Depository Limited (NSDL AND Central Depository Services (India) Limited (CDSL) to enable the members to dematerialize their shareholding in the company, Shareholders are requested to avail this facility and get their shares converted into dematerialized form by sending the Dematerialization Request Form (DRF) alongwith the share certificates through their Depository Participant to the Register and Transfer Agents of the company.
- (7) Brief resume of the Directors proposed to be appointed/re-appointed, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India as under : -

Name	Vijay Kumar Aggarwal	Pradeep Kumar
Date of birth	19.11.1940	06.11.1954
Date of appointment	30.04.1997	29.06.1996

- (8) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (9) The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
- (10) The Board of Directors has appointed Mr. Vivek Kumar, Company Secretary in Practice as the Scrutinizer for conducting this E-voting process in a fair and transparent manner. His address is THE SCRUTINIZER, C/o ASHARI AGENCIES LIMITED, T- 59, Ground Floor, West Patel Nagar, Near Khanna Market, New Delhi-110008.
- (11) In compliance with the provisions of Section 108 of the Companies Act, 2013 alongwith rules there under and as per the provisions of listing agreement, the company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The complete details of the instructions for e-voting are annexed to this notice.

**PROCESS FOR E-VOTING:**

The Company viz; Ashari Agencies Limited of which you are a shareholder has engaged NSDL for providing Remote E-voting services through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on e-Voting system. The process of login to e - Voting website is given below:

1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
2. Click on "Shareholder - Login".
3. Put your existing User ID and password.
4. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" Ashari Agencies Limited.
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

Members can cast their vote online from Thursday, 24th September, 2015 (9:00 A.M.) till Monday, 28th

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September, 2015 (5:00 P.M.). Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 28th September, 2015, 5:00 P.M.

8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at 601, Disco Compound, G.T. Road, Ghaziabad, U.P.-201001 by the Chairman of the Meeting of the AGM on 01st October, 2015. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company's shares are listed.

UP Stock Exchange Limited  
14/113, Padam Towers,  
Civil Lines, Kanpur

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## *Annexure to the NOTICE*

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

*The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:*

#### **ITEM No. 5**

Mr. Anil Kumar Saxena (DIN 07180290) has been appointed by the Board, in its meeting held on 24<sup>th</sup> March, 2015 as an Additional Director with effect from 24<sup>th</sup> March, 2015 in accordance with the provisions of section 161 of the Companies Act, 2013 and Mr. Anil Kumar Saxena holds his office as an Additional Director till the ensuing Annual General Meeting. Thereafter the Board of Directors at their meeting held on 24<sup>th</sup> March, 2015 has also appointed Mr. Anil Kumar Saxena as Independent Director of the company for a term upto Five years, not liable to retire by rotation from 24<sup>th</sup> March, 2015 upto 23<sup>rd</sup> March, 2020 subject to approval of the member in the ensuing Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under which came into effect from 1<sup>st</sup> April, 2014, every listed public company is required to have at least one third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and such appointments are subject to certain criteria's and for such terms as stated in the Act. Further SEBI had notified amended clause 49 w.e.f. 01.10.2014 which also lays down certain criteria's and requirements for Independent Directors.

Mr. Anil Saxena has over 37 years of Experience of Finance, Banking and Management. He has done Bachelor's Degree in Commerce.

Mr. Anil Kumar Saxena has given a declaration to the company that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Anil Kumar Saxena fulfils the conditions specified in the Act for appointment as Independent Director and he is Independent of the Management.

In compliance of the Act, the appointment of Mr. Anil Kumar Saxena as Independent Director is now being placed before the members for their approval.

The Board recommends item No.5 regarding the appointment of Mr. Anil Kumar Saxena as Independent Director of the company for your approval.

Except Mr. Anil Kumar Saxena being appointee Director, none of the Director, KMP(s) and their relative(s) is/are concerned or interested in the proposed business.

#### **ITEM NO. 6**

Section 180 of the Companies Act, 2013 effective from 12 September, 2013 requires that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves. It is, therefore, necessary for the members to pass a Special Resolution under section 180(1) (c) read with Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 as set out at item no. 6 of the Notice. The Board recommends these resolutions for approval by the members of the company.

None of the Directors/Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice for approval by the shareholders.

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## **ITEM NO.7**

Pursuant to the provisions of section 186, the Board of Directors of the Company can make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of 60% of its paid up share capital and free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher. In cases where the aggregate of the loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, approval of the Shareholders is required.

Keeping in view the contingencies of providing loan or to provide guarantee or securities & to make investment in securities of other Body Corporate, it is recommended that the limit under these provisions be fixed upto 20 Crores.

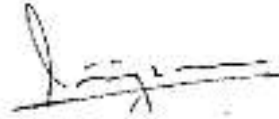
None of the Directors/Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice for approval by the shareholders.

**For and on behalf of the Board of Directors  
ASHARI AGENCIES LIMITED**

Registered office  
601, Disco Compound,  
G.T. Road,

Ghaziabad

Date : 28.08.2015



(Vijay Kumar Aggarwal)  
Director  
DIN : 01020844



(Pradeep Kumar)  
Director  
DIN : 00673828