Notice is hereby given that the 27th (Twenty Seventh) Annual General Meeting of the Members of M/s Sainik Finance & Industries Limited will be held on **Monday, the 30th day of September, 2019** at the Farm House of M/s Kapil Constructions Private Limited, Anandgram (Near Rajokari), Church Road Extension, Mata Amritanandmayi Math, Abdul Gaffar Khan Marg, New Delhi -110 070 at 9:30 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Annual Financial Statements of the Company for the financial year ended on 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Kuldeep Singh Solanki, who retires by rotation and, being eligible, offers himself for re-appointment.
- To appoint Statutory Auditors and to fix their remuneration:

To ratify the appointment of auditors of the Company, to fix their remuneration and to pass the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to Section 139, 141, 142,143 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors and subject to the approval of the shareholders / members at the ensuing General Meeting, the appointment of **M/s Nagar Goel & Chawla**, Chartered Accountants, New Delhi (bearing ICAI Registration No.009933N) be and is hereby ratified as Statutory Auditors of the Company till the date of conclusion of 30th Annual General Meeting to be held for the financial year ending on 31st March 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix their remuneration for the remaining terms of their appointment i.e. for the financial years 2019-20, 2020-21 and 2021-22 as may be mutually agreed upon between the statutory auditors and the Board of Directors of the Company and to do all acts, deeds and things in connection therewith on behalf of the Company."

To re-appoint Mrs. Renuka Hooda as an Independent Director and in this regard, to consider and if thought fir, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mrs. Renuka Hooda (DIN: 03611979), who was appointed as an Independent Director and holds office as an Independent Director up to 29th March, 2020 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years, i.e, up to 29th March, 2025;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and tale all such steps as may be necessary, proper or expedient to give effect to this resolution.'

By order of the Board of Directors For **SAINIK FINANCE & INDUSTRIES LIMITED**

Dated: 12th August, 2019 Rudra Sen Sindhu Place: Gurugram Director DIN: 00006999

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than forty-eight hours before the meeting. A person can act as proxy on behalf of members not exceeding 50 (lifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (Ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
- 4. The proxy form and attendance slip are annexed herewith.
- 5. Members/ proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the AGM.
- The relevant details as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of 6. persons seeking appointment / re-appointment as Directors under item No. 2 and 4 of the Notice is also annexed herewith.
- All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Bank Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM. 7.
- The Register of Members and Transfer Books of the Company will be closed from Monday, 23rd September, 2019 to Monday, 30th 8. September, 2019 (both days inclusive) for the purpose of holding Annual General Meeting of the Company.
- 9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent - M/s Indus Portfolio Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent (RTA).
- SEBI has mandated submission of PAN and Bank Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Indus Portfolio Private Limited, RTA /Company.
- Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrars and Transfer Agent for assistance in this regard.

- 12. SEBI has amended regulation 40 of the Listing Regulations, pursuant to which transfer of securities cannot be processed unless securities are held in dematerialised form (except transmission of securities or transposition of names) with effect from 31 March 2019. Accordingly, the Company has sent letters to those members holding shares in physical form advising them to dematerialise their holding. Therefore, you all are requested to get your shares dematerialized at earliest.
- 13. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Indus Portfolio Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- 14. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to d.kataria@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio/DP ID & Client ID.
- 15. Pursuant to Section 72 of the Companies Act, 2013, the members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant for the same.
- 16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Company's Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- 17. 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.
- 18. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 19. In compliance with the provisions of section 108 of the Company Act, 2013 and the Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- 20. In terms of requirements of Secretarial Standard 2 on "General Meeting" issued by the Institute of Company Secretaries of India and approved and notified by Central Government of India, a route MAP for the location of the aforesaid General meeting is annexed herewith.
- 21. The instructions for e-voting are as under: Following are two steps to vote electronically on NSDL e-Voting system:

A. Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4) Your User ID details are given below:

	nnner of holding shares i.e. Demat SDL or CDSL) or Physical	Your User ID is:	
a)	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.	
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************************************	
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	

- 5) Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the initial password which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
- 6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- 7) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 8) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 9) Now, you will have to click on "Login" button
- 10) After you click on the "Login" button, Home page of e-Voting will open.

B. Step 2: Cast your vote electronically on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3) Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 5) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 22. Other Instructions and details for e voting and results declaration :
 - 1) The e-voting period commences on **Wednesday**, **25th September**, **2019** (**9.00 a.m. IST**) **and ends on Sunday**, **29th September**, **2019** (**5.00 p.m. IST**). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday**, **23rd September**, **2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, 23rd September, 2019.
 - 3) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co in or Company/RTA.
 - 4) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
 - 5) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person may participate in the AGM even after exercising his / her vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - 6) Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 089046), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - 7) The Facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
 - 8) The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - 9) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.
 - 10) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rajesh Gulati, Practicing Chartered Accountant, (Membership No. 089046), at the Registered Office of the Company not later than **Sunday, 29th September, 2019 (5.00 p.m. IST).**
 - 11) Members have the option to request for physical copy of the Ballot Form by sending an e-mail to legal.secretarial@sainikmining.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than **Sunday, 29th September, 2019 (5.00 p.m. IST)**.
 - 12) Ballot Form received after this date will be treated as invalid.

Place: Gurugram Dated: 12th August, 2019

- 13) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 14) The results, along with the Scrutinizer's Report will be placed on the Company's website www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and communicated to the BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Rudra Sen Sindhu Director

DIN: 00006999

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 Notice:

Item No. 4

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Renuka Hooda (DIN: 03611979) as an Independent Director, for a second term of 5(Five) consecutive years, on the Board of the Company

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Renuka Hooda would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Renuka Hooda as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5(five) consecutive years on the Board of the Company.

Mrs. Renuka Hooda is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act'), and has given his consent to act as a director.

The Company has also received declaration from Mrs. Renuka Hooda that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mrs. Renuka Hooda fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Copy of draft letter of appointment of Mrs. Renuka Hooda setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ANNEXURE TO ITEM NO. 2 & 4 OF NOTICE OF AGM

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Brief Profile of Director being appointed/re-appointed:

Name	Mr. Kuldeep Singh Solanki	Mrs. Renuka Hooda
DIN	00009212	03611979
Age	63 years	42 years
Date of Appointment	27/03/1997	30/03/2015
Qualification	He is ex-army person and has bachelor's degree in arts.	Post-Graduate
Expertise in specific functional area	After his Bachelor's degree he joined the Indian army. After serving the army for a period of five years he joined Sainik Transporters Private Limited in 1982. At present he is also interested as the director of several companies engaged in the business of coal mining, coal washing and	She has Master degree in Commerce and has in depth knowledge in the field of Finance and Investment. She also has approximately 10 years of experience in the finance sector. She joined our
	related industries. He has approximately 34 years of experience in the coal sector, power & finance sector. Apart from the Company	Company in the end of the year 2015.
Directorships held in other companies (except foreign companies)	 Sainik Mining and Allied Services Limited Maneesha Finlease Limited Global Opticals Private Limited ACB (India) Limited Sainik Coal Washery Private Limited Aryan Clean Coal Technologies Private Limited Global Coal And Mining Private Limited Sainik Potash Private Limited ACB (India) Power Limited Thriveni Sainik Mining Private Limited 	 Shri Guru Gyan Private Limited Gurugyaan Foundation
Memberships / Chairmanships of committees of other Public companies (includes Audit & Stakeholder Committee)	Rajasthan Khanij & Ispat Udyog Private Limited Stakeholder Relationship Committee	Except as Chairman/Member of the Committees of the Board of the Company, she does not hold a position of Chairmanship or Membership of any Committee in any other Company.
Shareholding in the Company	22,33,070 Equity Shares	Nil
Relationship with any Director(s) of the Company	He is not related to any director or key managerial personnel of the Company.	She is not related to Company or any director or Key Managerial Personnel of the Company.

Regd. Office: 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035 **E-mail:** legal.secretarial@sainikmining.com **website:** www.sainikfinance.com **Tel:** 0124-2719000 **Fax:** 0124-2719100 **CIN:** L26912DL1991PLC045449

MGT-11 PROXY FORM

 $\{(Pursuant\ to\ section\ 105(6)\ of\ the\ Companies\ Act,\ 2013\ and\ rule\ 19(3)\ of\ the\ Companies\ (Management\ and\ Administration)\ Rules,\ 2014\}$

CIN : **L26912DL1991PLC045449**

Name of the Company : SAINIK FINANCE & INDUSTRIES LIMITED

Registered Office : 129, Transport Centre, Rohtak Road, Punjabi Bagh, Delhi-110035

Name of the Member		
Registered Address		
E-mail ID		
Folio No/ Client ID		
DP ID		
I / we being a member /member	s of shares of the above named company, hereby appoint	
Name		
Address		
E-mail ID		
Signature		
Or failing him/her		
Name		
Address		
E-mail ID		
Signature		
Or failing him/her		
Name		
Address		
E-mail ID		
Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2019 at 9.30 a.m. at Farm House of M/s Kapil Constructions Private Limited, Anandgram (Near Rajokari), Church Road Extension, Mata Amritanandmayi Math, Abdul Gaffar Khan Marg, New Delhi-110 070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Resolution	Vote (Please mention number of shares)		
No.		For	Against	Abstain
	Ordinary Business:			
1.	Adoption of the Annual Financial Statements of the Company for the Financial year ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the Financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2.	Approval for appointment a Director in place of Mr. Kuldeep Singh Solanki, who retires by rotation and, being eligible, offers himself for re-appointment			
3.	Ratification of appointment of M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi (bearing ICAI Registration No.009933N) as statutory auditor of the Company and to fix their remuneration.			
4.	Approval for appointment of Mrs. Renuka Hooda, as independent director of the Company for the second term for the five years.			

Signed this day of	of 2019.
Signature of shareholder	Signature of Proxy holder(s)
	Affix a Re. 1/- Revenue

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Stamp

Regd. Office: 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035 **E-mail:** legal.secretarial@sainikmining.com website: www.sainikfinance.com Tel: 0124-2719000 Fax: 0124-2719100 CIN: L26912DL1991PLC045449

ATTENDANCE SLIP

(For 27th Annual General Meeting on Monday, 30th September, 2019 at 9.30 A.M.)

(To be handed over at the entrance of the Company Hall)

	(*Member/ Proxy Signature)
I hereby record my presen September, 2019.	ce at the 27th Annual General Meeting of the Company on Monday, 30th day of
Name of Proxy (In case of proxies only) (in BLOCK LETTERS)	
No. of Shares held	
Members folio/CL. ID	
Address of Members	
Name of Members (in BLOCK LETTERS):	

* To be signed at the time of handing over the slip.

ROUTE MAP TO VENUE FOR ANNUAL GENERAL MEETING

