

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office: 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035

Corporate Office : 7th Floor, Office Tower, Ambience Mall, Gurugram, Haryana-122002

E-mail: legal.secretarial@sainikmining.com website: www.sainikfinance.com Tel: 011-28315036 Fax: 011-28315044 CIN: CIN: L26912DL1991PLC045449

NOTICE

Notice is hereby given that the **01/2022-23/ Extra Ordinary General Meeting** of the Members / Shareholders of M/s Sainik Finance & Industries Limited will be held on **Wednesday 25th day of May, 2022** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 11:15 a.m. to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill up casual vacancy caused by resignation of M/s. Nagar Goel & Chawla, Chartered Accountants, New Delhi due to dissolution of partnership firm and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors at their meeting held on 28th April, 2022, **M/s VPGS & Co.,** Chartered Accountants, (Firm Reg. No.507971C), New Delhi be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2021-22 to fill up casual vacancy caused by the resignation of **M/s Nagar Goel & Chawla,** Chartered Accountants, New Delhi (Firm Registration No. 009933N) due to dissolution of Partnership firm and they shall hold office as such until the conclusion of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT M/s VPGS & Co., Chartered Accountants, (Firm Reg.No. 507971C), New Delhi be and is hereby appointed as Statutory Auditors of the Company to conduct the Statutory Audit of the Company for the financial year 31st March, 2022 at the remuneration Rs.2,89,000/-(Rupees Two Lakh Eighty Nine Thousand Only) exclusive of GST and out-of-pocket expenses or such other remuneration & conditions as may be fixed by the management of the Company, in consultation with them.

RESOLVED FURTHER THAT M/s VPGS & Co., Chartered Accountants, (Firm Reg. No. 507971C), New Delhi shall also be eligible for re-appointment as Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company to be held for the financial year 31st March, 2022 for a terms of 5 consecutive years to conduct statutory audit and such other audit / review / certification / work as may be required and / or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the management of the Company, in consultation with them

RESOLVED FURTHER THAT Sh. Rudra Sen Sindhu, Sh. Sarvesh Sindhu, Sh. Kuldeep Singh Solanki, Sh. Akash Shrivastava, CEO and Sh. Jagdish Chandra, CFO of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board
For Sainik Finance & Industries Limited

Rudra Sen Sindhu

Director

DIN: 00006999

Dated: 28th April, 2022
Place: New Delhi

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under item no. 1 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at their meeting held on 28th April, 2022 considered that the special business under item no.1 being considered unavoidable, be transacted at the 01/2022-23/ EGM of the Company.
2. In view of the massive outbreak and continuing Covid-19 pandemic, social distancing is a norm to be followed and pursuant to MCA Circular Dated 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 08-12-2021, (collectively referred to as “MCA Circulars”) and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020 and followed by SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The physical attendance of the Members to the EGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 01/2022-23/ EGM through VC/OAVM.
3. The deemed venue for the EGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to r.gulati64@gmail.com with a copy marked to evoting@nsdl.co.in
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agent, Indus Portfolio Private Limited (“IPPL”), having its corporate office at G-65, Bali Nagar, Delhi - 110015 Ph. No. 011-47671214 for assistance in this regard.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with IPPL in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to IPPL in case the shares are held by them in physical form.

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9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website www.sainikfinance.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to IPPL in case the shares are held in physical form.
10. 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 IPPL.
11. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before 24th May, 2022 through email on legalsecretarial@sainikmining.com. The same will be replied by the Company suitably.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or IPPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and followed by SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 , Notice of the EGM along with other annexure is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.sainikfinance.com, on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com
14. Notice of EGM shall be send electronically to the members/ shareholders whose name are appeared on Friday 29th April, 2022 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA
15. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. In case of joint holders, 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 at the EGM.
17. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. In terms of Section 101 the Companies Act, 2013 read together with the Rules made thereunder, Notice of EGM 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 rs.kushwah@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio/DP ID & Client ID.

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19. Instructions for e-voting and joining the EGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Sunday, 22nd May, 2022 (9:00 a.m. IST) and ends on Tuesday 24th May, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 20th May, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled/ blocked by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- iii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Friday, 20th May, 2022.
- iv. The Board of Directors has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 089046), Proprietor of SMR & Associates, Chartered Accountants, New Delhi, as the Scrutinizer to scrutinize the voting process during the EGM and remote e-voting process in a fair and transparent manner.
- v. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 20th May, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 issued 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A.

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with NSDL.	<p>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 options available against company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https:// eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="711 1226 1234 1501" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be .also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. .If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/ Registration/ EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat

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	Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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

Manner of holding shares i.e. Your User ID is:

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Demat (NSDL or CDSL) or Physical	
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***** then your user 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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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 to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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. a .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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status

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- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting
- 3) Now you are ready for e-Voting as the Voting page opens
- 4) 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.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to r.gulati64@gmail.com with a copy marked to evoting@nsdl.co.in
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
- 3) In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in /pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, IPPL at rs.kushwah@indusinvest.com mentioning 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) for registering email address, and scanned copy of the cancelled cheque bearing the name of the first shareholder shall be provided to update the Bank Account details of the Shareholders.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account by providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or any other documents as advised by your DP. If Shareholder is an Individual shareholders holding securities in demat mode, you may refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
Alternatively	The shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.
5. Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's EGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
6. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come- first-served principle.
7. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in/](mailto:amitv@nsdl.co.in) 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in/](mailto:sagar.ghosalkar@nsdl.co.in) 022-24994553/ +91 932678146
8. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at legal.secretarial@sainikmining.com from 22nd May, 2022 (9:00 a.m. IST) to 23rd May, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at legal.secretarial@sainikmining.com. The same will be replied by the company suitably.

OTHER INSTRUCTIONS AND RESULTS DECLARATION:

- 1) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 2) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sainikfinance.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

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

Place: New Delhi
Dated: 28th April, 2022

Rudra Sen Sindhu
Director
DIN: 00006999

SAINIK FINANCE & INDUSTRIES LIMITED

CIN: L26912DL1991PLC045449

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”) read with rules made thereunder:

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

Item No. 1

M/s Nagar Goel & Chawla, Chartered Accountants (Firm registration number No. 009933N), New Delhi had been appointed as Statutory Auditors of the Company at their 25th Annual General Meeting held on 28th September, 2017 to hold office as such for a period of five years i.e. from the conclusion of that 25th AGM till the conclusion of the 30th AGM to be held for the financial year ending on 31st March 2022. Due to dissolution of their partnership firm, they have tendered their resignation as Statutory Auditors of the Company w.e.f. 20th April, 2022, This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. This Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

In order to fill such casual vacancy of statutory auditors, the Company approached **M/s. VPGS & Co.**, Chartered Accountants, (Firm Reg. No.507971C), New Delhi. On the request of the Company, they agreed to do so. The Board of Directors of the Company, at their meeting held on 28th April, 2022 recommended, the appointment of **M/s. VPGS & Co.**, Chartered Accountants, (Firm Reg. No.507971C), New Delhi as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Nagar Goel & Chawla**, Chartered Accountants, New Delhi. Accordingly, the approval of shareholders by way of ordinary resolution is sought for the same in terms of section 139(8) of the Act.

M/s. VPGS & Co., Chartered Accountants, (Firm Reg. No.507971C), New Delhi have given their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate declaring that firm complies with all eligibility norms prescribed by RBI regarding appointment of statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in item no. 01 of the notice as ordinary resolution

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

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

Place: New Delhi
Dated:28th April, 2022

Rudra Sen Sindhu
Director
DIN: 00006999