

Supraneet Finance and Consultants Limited

Regd. Office: C-55/2, Wazirpur Industrial Area, Delhi-110 052

Ph. : 011-42952500, Fax.: 011-42952555/27377373,

E-Mail: info@sfcindia.com,

Website: www.sfcindia.com, CIN: L65921DL1989PLC035261

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of the SUPRANEET FINANCE AND CONSULTANTS LIMITED will be held on Wednesday 13th March, 2019, at 3:30 P.M. at the Registered Office of the Company - C-55/2, Wazirpur Industrial Area, Delhi - 110052, to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1:

APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION

To consider and if thought fit, with or without modification(s) to pass the following resolution as a **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 139 (8), 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the Company, of M/s. K A S G & Co. (F.R.N. 002228C) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Suri & Sudhir, Chartered Accountants (Registration no. 000601N).

RESOLVED FURTHER THAT of M/s. K A S G & Co. (F.R.N. 002228C) be and are hereby appointed as Statutory Auditors of the company from this Extra Ordinary General Meeting and they shall hold office of the Statutory Auditor of the company from the conclusion of this meeting until the conclusion of ensuing 30th Annual General Meeting of the company and they shall conduct the statutory audit for the same at a remuneration as may be fixed by the Board of Directors in consultation with them.

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RESOLVED FURTHER THAT Mr. Vinod Gupta, whole time director of the company be and is hereby authorized severally, on behalf of the company, to file necessary E-form/ Returns with Registrar of Companies and to do all such acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution"

BY ORDER OF THE BOARD
FOR SUPRANEET FINANCE & CONSULTANTS LIMITED



Vinod Gupta
(Director)
(DIN: 00381782)

Date: 13th February, 2019
Place: Delhi

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Pursuant to Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
- 3) The instrument of Proxy, in order to be effective, should reach the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies,

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societies etc., must be supported by appropriate resolutions or authorizations, as applicable.

- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Act setting out material facts relating to the business stated under Item No. 1 is annexed hereto.
- 5) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 6) Corporate Members intending to send their authorized representatives under Section 113 of the Act, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
- 7) The Register of members and shares transfer book shall remain closed from Tuesday 5th March, 2019 to Tuesday 12th March, 2019 (both days inclusive).
- 8) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which Directors are interested and all documents referred to in the accompanying Notice are open for inspection in physical form by the Members at the Registered Office of the Company during business hours between 10.00 a.m. and 5.00 p.m. on all working days till the date of the ensuing annual general meeting, and also during the said meeting.
- 9) **With effect from 1st April, 2019, any securities held in physical form cannot be transferred unless the same are dematerialized. In view of the above, shareholders of Supraneet Finance and Consultants Limited are requested to get their shares dematerialized at the earliest. In case you do not have a Demat Account, please approach a Depository Participant to open a Demat Account and submit the share**

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certificates along-with the dematerialization request to your Depository Participant at the earliest. For a better understanding of the dematerialization process, you may visit the NSDL website and CDSL website.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

Item No. 1

M/s. Suri & Sudhir, Chartered Accountants (Registration no. 000601N) have have tendered their resignation resignation dated 18th January, 2019, from the position of Statutory Auditor, before expiry of his term, due the Net Owned funds of the company is less than the minimum Net Owned fund as per RBI Master Circular, resulting into casual vacancy in the office of the Statutory Auditors of the Company. As envisaged by section 139 (8) of the Companies Act, 2013, Casual Vacancy caused by the resignation of Auditor can only be filled up by the Company in General Meeting.

In terms of provisions of section 139(8) of the Companies Act, 2013, the Board in their meeting held on 08.02.2019 has approved and recommended the appointment of of M/s. K A S G & Co. (F.R.N. 002228C) as statutory auditor of the company. The Audit Committee has reviewed the experience, independency and found the satisfactory. The Audit Committee in their meeting held on 8.02.2019 have recommended the appointment of of M/s. K A S G & Co. (F.R.N. 002228C) as Statutory Auditor of the company.

of M/s. K A S G & Co. (F.R.N. 002228C) have conveyed their consent and eligibility through letter dated 1st February,2019, to be appointed as Statutory Auditor of the company along with a confirmation that their appointment, if made by the members would be within limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of the members.

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None of the Directors, Key Managerial persons or their relatives, in any way concerned and interested in the said Resolution.

BY ORDER OF THE BOARD
FOR SUPRANEET FINANCE & CONSULTANTS LIMITED



**Vinod Gupta
(Director)
(DIN: 00381782)**

**Date: 13th February, 2019
Place: Delhi**