

CIN: L67190DL1982PLC013486



# Tarangini Investments Limited

H-38, LGF, Jangpura Extention, New Delhi-110014

Email: [tarangini0123@gmail.com](mailto:tarangini0123@gmail.com), [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com)

Tel: 011-43542277

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 34th Annual General Meeting of the members of Tarangini Investments Limited will be held on Friday, 23<sup>rd</sup> September, 2016 at 12.30 p.m., at the Registered Office of the Company situated at H-38 LGF, Jangpura Extension, New Delhi 110014 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rachna Khetan (DIN 06982598), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Arun K. Gupta & Associates, Statutory Auditor of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, the appointment of M/s. Arun K. Gupta & Associates, Chartered Accountants (Registration Number 000605N) as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the financial year 2018-19 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

### SPECIAL BUSINESS:

4. To regularize appointment of Mr. Baldev Singh Dhillon (DIN 00457258) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Baldev Singh Dhillon (DIN 00457258), who was appointed as an Additional Director with effect from 01<sup>st</sup> February, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 72 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five years and his term of office will not be liable to retire by rotation.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Director and/or Company Secretary of the Company be and is hereby authorized, jointly or severally to do such act(s), deed(s), matter(s) and thing(s) as they may be consider necessary, proper, expedient, desirable or deem fit and appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

By Order of the Board  
For **Tarangini Investments Limited**

Place: New Delhi  
Date: 12<sup>th</sup> August, 2016

Sd/-  
**Pankaj Khetan**  
Director  
DIN 01567415

**Registered Office**  
H-38, LGF, Jangpura Extension,  
New Delhi-110014

**NOTES:**

1. **A Member entitled to attend and vote at this 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 proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of Annual General Meeting.**
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
4. The Register of the Members and share transfer books of the Company shall remain closed from 16<sup>th</sup> September, 2016 to 23<sup>rd</sup> September, 2016 (both days inclusive).
5. Member/proxy holder must bring attendance slip to the meeting and hand it over at the entrance duly signed.
6. Members desiring any information with regard to accounts are requested to write to the Company so as to reach latest by 15<sup>th</sup> September, 2016, to enable the management to give the information at the time of the meeting.
7. Members holding shares in identical order of names in more than one folio are requested to write to the company to enable consolidation of their holdings in one folio.
8. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank Account details and or email address immediately to their respective Depository Participants.
9. Members who are holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar & Transfer Agent of the Company M/s Skyline Financial Services Private Limited, D-123 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, so that changes could be affected in the Register of Members before the closure.

10. Additional information, pursuant to Regulation 72 of the Listing Regulation with Stock Exchanges, on Directors, recommended by the Board of Directors for appointment/re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
11. Members may also note that, additionally, the Notice of 34th AGM will be available on the Company's website [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com)
12. Instructions of E-Voting are as below:
  - I. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - II. Click on Shareholder – Login
  - III. Enter your User ID and existing password. The User ID is your Demat account number which is (DP-ID+ CLIENT –ID)
  - IV. Click Login
  - V. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL evoting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
  - VI. Home page of “Opens” appears. Click on “e-Voting”: Active Voting Cycles
  - VII. Select E-Voting Event Number (EVEN) of Tarangini Investments Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 22, 2016, whichever is earlier).
  - VIII Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on and from September 20, 2016 at 10.00 a.m. and ends on September 22, 2016 at 5.00 p.m.
  - IX Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : [cssanjeevjha@gmail.com](mailto:cssanjeevjha@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - X Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - XII Once you have voted on the resolution, you will not be allowed to modify your vote.

The Board of Directors has appointed Mr. Sanjeev Jha, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The e-voting period shall commence on 20th September, 2016 (10:00 A.M.) to 22<sup>nd</sup> September, 2016 (5:00 P.M.). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 16th September, 2016 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

In terms of Regulation 44 of the Listing Regulation entered into with the Stock Exchange, the Company has provided an option to the Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed herewith this notice

The Scrutinizer will submit the report to the Chairman of the Meeting, after the completion of scrutiny of the e-voting and ballot forms on or after 23rd September, 2016. The results of the e-voting, ballot paper and Poll at the AGM venue shall be announced by the Chairman of the Meeting after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.taranginiinvestmentsltd.com](http://www.taranginiinvestmentsltd.com) and on the website of the NSDL within two days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

By Order of the Board  
For **Tarangini Investments Limited**

Place: New Delhi  
Date: 12<sup>th</sup> August, 2016

Sd/-  
**Pankaj Khetan**  
Director  
DIN 01567415

**Registered Office**  
H-38, LGF, Jangpura Extension,  
New Delhi-110014

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4: Regularization of appointment of Mr. Baldev Singh Dhillon (DIN 00457258) as an Independent Director of the Company.**

The Board of Directors appointed Mr. Baldev Singh Dhillon (DIN 00457258) as an Additional Director with effect from 01<sup>st</sup> February, 2016 under Article 72 of the Articles of Association of the Company under Section 161 of the Companies Act, 2013. Mr. Baldev Singh Dhillon holds the office of Additional Director till the date of the forthcoming Annual General Meeting. A notice has been received from a member, as required under Section 160 of the Companies Act, 2013 along with required deposit, proposing Mr. Baldev Singh Dhillon as a candidate for the office of the Director. Apart from the Company, Mr. Baldev Singh Dhillon also holds directorship in Bestdeal Portfolios Private Limited.

Except Mr. Baldev Singh Dhillon, none of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The resolution set out in Item No. 4 of this notice is accordingly recommended for your approval.

**Disclosure pursuant to Regulation 72 of the Listing Regulation relating to Directors seeking re-appointment/ appointment at the Annual General Meeting:**

Name of the Director	Mrs. Rachna Khetan	Mr. Baldev Singh Dhillon
Date of Birth	24/06/1979	17/01/1953
Date of Appointment	01 <sup>st</sup> April, 2015	01 <sup>st</sup> February, 2016
Qualification		
List of outside Directorship held	1. Bliss Credits Private Limited 2. 3Dimension Capital Services Limited 3. 3Dimension Asset Reconstruction Private Limited 4. Vivek Cybertech Private Limited 5. Moneyplant Capital Services Private Limited 6. Blossom Advertisers Private Limited 7. Tarangini Contractors and Developers Private Limited 8. Pushpak Exports Private Limited 9. Meerut Credits and Leasing Private Limited	1. Bestdeal Portfolio Private Limited
Chairman/Member of the Committee of the Board of the Tarangini Investments Limited	-	Chairman - Audit Committee -Nomination & Remuneration Committee -Stakeholders Relationship Committee

By Order of the Board  
For **Tarangini Investments Limited**

Place: New Delhi  
Date: 12<sup>th</sup> August, 2016

Sd/-  
**Pankaj Khetan**  
Director  
DIN 01567415

**Registered Office**  
H-38, LGF, Jangpura Extension,  
New Delhi-110014

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**TARANGINI INVESTMENTS LIMITED**

CIN: L67190DL1982PLC013486

Regd. Office: H-38, LGF, Jangpura Extension, New Delhi-110014

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Name of the member (s): .....  
Registered address: .....  
E-mail Id: .....  
Folio No/ Client Id: .....  
DP ID: .....

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name:..... Address:.....  
..... E-mail Id:..... Signature:..... or failing him
2. Name:..... Address:.....  
E-mail Id:..... Signature:....., or failing him as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Tarangini Investments Limited, to be held on the 23<sup>rd</sup> September, 2016 at 12.30 P.M. at registered office of the Company H-38, LGF, Jangpura Extension, New Delhi-110014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Optional	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Rachna Khetan (DIN 06982598), who retires by rotation and, being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of M/s Arun K. Gupta & Associates, Statutory Auditor of the Company, and to fix their remuneration		
<b>Special Business</b>			
4.	To Regularize appointment of Mr. Baldev Singh Dhillon (DIN 00457258) as an Independent Director of the Company.		

Signed this ..... day of ..... 2016.

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.  
1/-  
Revenue  
Stamp

-----cut from here-----

**ATTENDANCE SLIP**

**TARANGINI INVESTMENTS LIMITED**

CIN: L67190DL1982PLC013486

Regd. Office: H-38, LGF, Jangpura Extension, New Delhi-110014

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I certify that I am a registered shareholder / proxy / authorized representative for registered shareholder of the Company. I hereby record my presence at the 34<sup>TH</sup> Annual General Meeting of Tarangini Investments Limited held on 23<sup>rd</sup> September, 2016 at 12.30 P.M. at its Registered Office H-38, LGF, Jangpura Extension, New Delhi-110014

Name & Address of the shareholder (in BLOCK letters) \_\_\_\_\_

Name of the Proxy Holder / Authorized Representative (if applicable) \_\_\_\_\_

No of shares held \_\_\_\_\_ Ledger Folio No. \_\_\_\_\_ Member's / Proxy's Signature \_\_\_\_\_

Note: Please fill this attendance slip and hand it over at the ENTRANCE OF THE MEETING ROOM.

**TARANGINI INVESTMENTS LIMITED**  
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**BALLOT FORM**

The member who are not able to attend the 34<sup>th</sup> Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the notice by sending the duly filed and signed Poll form to Mr. Sanjeev Jha, Scrutinizer, SJK & Co., Practicing Company Secretaries, B-36, Vishwakarma Colony, M.B. Road, New Delhi-110044, so as to reach him on and before 22<sup>nd</sup> September, 2016.

Name	
Address	
DP Id	
Client Id	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Tarangini Investments Limited dated 12<sup>th</sup> August, 2016 to be passed through ballot/poll for the business stated in the said notice by conveyance my /our assent or dissent to the resolution in the relevant box.

S. No.	Resolution	Type of resolution (Ordinary/ Special)	I / we assent to the resolution (For)	I /We dissent to the resolution (Against)
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Mrs. Rachna Khetan (DIN 06982598), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary		
3.	To ratify the appointment of M/s Arun K. Gupta & Associates, Statutory Auditor of the Company, and to fix their remuneration	Ordinary		
<b>Special Business</b>				
4.	To Regularize appointment of Mr. Baldev Singh Dhillon (DIN 00457258) as an Independent Director of the Company	Ordinary		

Signature of the Member/ Beneficial Owner

**Route Map of AGM Venue**

