

## NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of the Company will be held at **11, Wood villa, IInd Avenue, Bandh Road, Chandan Haula, New Delhi, India** on Wednesday, 30th day of September 2015 at 11:00 A.M.to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015, Profit & Loss Account for the year ended on that date and reports of Directors and Auditors thereon.
2. To appoint Ms. Reeta Gogia as director in place of Mr. Anand Prakash Gogia who retires by rotation
3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section -139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, M/s Raghav Jain & Associates, Chartered Accountants (Firm Registration No. 024126N) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

4. To Appoint Mr. Vijay Sekhri as Whole time Director

To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution.

**"Resolved That** in accordance with the Provision of Sections, 196, 197 and 203 read with Schedule V & Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Article of Association of Company and subject to approval of shareholders in general meeting Mr. Vijay Sekhri (DIN 00090946), Director be and is hereby appointed as Whole Time Director of the Company for a period of Five years with effect from 1st April,2014 on the terms and conditions including remuneration as set out by the Board of Directors, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) and re-enactment thereof."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give the effect to this resolution."

5. To Appoint Mr. Anil Kumar Sekhri as Whole time Director

To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution.

**"RESOLVED THAT** in accordance with the Provision of Sections, 196,197 and 203 read with Schedule V & Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Article of Association of Company and subject to approval of shareholders in general meeting Mr. Anil Kumar Sekhri (DIN 00091055), Director be and is hereby appointed as Whole time Director of the Company for a period of Five years with effect from 1st April,2014 on the terms and conditions including remuneration as set out by the Board of Directors, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) and re-enactment thereof."

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give the effect to this resolution.”

6. Regularization of Additional Directors

To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution.

**Resolved that** Ms. Reeta Gogia, who was appointed as an Additional Director with effect from 31.03.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 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, 2015, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company.”

**By the Order of the Board  
For TINNA FINNEX LIMITED**

**VIJAY SEKHRI  
(Whole Time Director)**

**DIN: 00090946**

**ADD.: F-56A, RADHE MOHAN DRIVE,  
VILLAGE FATEH PUR BERI, DELHI, 110074**

**Place : New Delhi**

**Date : 31.08.2015**

**NOTES**

1. 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 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Blank proxy form is annexed hereto.
2. In case of joint holding, only that joint holder who is highest in order of the names as per Company's record shall be entitled to vote.
3. The register of members and share transfer books of the Company will remain closed from **23rd September, 2015 to 30th September, 2015 (both days inclusive)**.
4. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
5. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronics mode to those members whose e-mail addresses are registered with the company, unless any member has requested for physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. Members are requested to bring their attendance slip along with Copy of the Report and Accounts to the AGM.
7. Share Transfer is being handled in-house by the Company. All investor related communication may be sent at the registered office of the Company.

**EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT,2013**

**ITEM NO. 4**

The Board of Directors in their meeting held on 18th August' 2014 and also with the consent of shareholder in 24th Annual General Meeting held on 30.09.2014 ratify the appointment of Mr. Vijay Sekhri (DIN: 00090946) as a Whole time Director of the Company for the year 2015-2016. Mr. Vijay Sekhri is aged About 52 years, is a Graduate and has 25 year experience in Road Division.

The Principal terms of appointment are as under:-

- 1) Salary (CTC): Rs. 7,20,000/- Per Annum
- 2) If at any time the appointee ceases to be the Director of the Company for any cause whatsoever, he shall cease to be Whole time Director as the case may be.
- 3) The other terms and conditions shall be as per the contract entered between Mr. Vijay Sekhri and the Company.

Mr. Vijay Sekhri is interested in this Resolution, which if passed, will be benefit him.

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

**ITEM NO. 5**

The Board of Directors in their meeting held on 18th August' 2014 and also with the consent of shareholder in 24th Annual General Meeting held on 30.09.2014 ratify the appointment of Mr. Anil Kumar Sekhri (DIN: 00091055) as a Whole time Director of the Company for the year 2015-2016.. Mr. Anil Kumar Sekhri is aged About 50 years, is a Graduate and has 20 year experience in Cargo Division.

The Principal terms of appointment are as under:-

- 1) Salary (CTC): Rs. 7,20,000/- Per Annum
- 2) If at any time the appointee ceases to be the Director of the Company for any cause whatsoever, he shall cease to be Whole time Director as the case may be.
- 3) The other terms and conditions shall be as per the contract entered between Mr. Vijay Sekhri and the Company.

Mr. Anil Kumar Sekhri is interested in this Resolution, which if passed, will be benefit him.

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

**ITEM NO. 6**

Resolved that Ms. Reeta Gogia, who was appointed as an Additional Director with effect from 31.03.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 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, 2015, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company."

The Board feels that presence of Ms. Reeta Gogoai on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

None of the Directors, except Ms. Sneha Bagla is concerned or interested in this resolution. The Board recommends resolutions under Item No. 6 to be passed as ordinary resolution.

**PROXY FORM**  
**Form No. MGT-11**

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

**TINNA FINEX LIMITED**  
**Regd off: 11, Wood villa, IInd Avenue, Bandh Road, Chandan Haula, New Delhi, Delhi-110074**  
**CIN: L65910DL1990PLC041750**

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 **TINNA FINEX LIMITED** hereby appoint:

1. Name : .....

Address : .....

E-mail Id : ..... Signature : ....., or failing him

2. Name : .....

Address : .....

E-mail Id : ..... Signature : ....., or failing him

3. 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 25TH Annual general meeting of the company, to be held on WEDNESDAY, the 30TH day of September, 2015 at 9.00 a.m. at the Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account of the Company ended as on that date together with Report of Board of Directors' and Auditors' thereon.		
2.	To appoint a Additional Director in place of Mrs. Reeta Gogia, who retires by rotation and being eligible, offers himself for appointment.		
3.	To Appoint Auditors of the Company		
4.	To Appoint Mr. Vijay Sekhri as Whole time Director		
5.	To Appoint Mr. Anil Sekhri as Whole time Director		

Signed this.....day of..... 2015.

Signature of shareholder..... Signature of Proxy holder(s) .....

**Notes:**

- (1) 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.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.