

**UTKARSH COREINVEST LIMITED**

CIN: U65191UP1990PLC045609

Registered Office:

S-24/1-2, Fourth Floor, Mahavir Nagar,  
Orderly Bazar, Near Mahavir Mandir,  
Varanasi, Uttar Pradesh, India – 221002

Tel No +91 9598069737

Website: [www.utkarshcoreinvest.com](http://www.utkarshcoreinvest.com)

Email: [communication@utkarshcoreinvest.com](mailto:communication@utkarshcoreinvest.com)

**ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF UTKARSH COREINVEST LIMITED (“UCL”) IS SCHEDULED TO BE HELD ON THURSDAY, AUGUST 27, 2020 AT 3:00 PM THROUGH VIDEO CONFERENCE (VC MEETING ID <https://bluejeans.com/622008791/0832>) (IN TERMS OF MINISTRY OF CORPORATE AFFAIRS’ GENERAL CIRCULAR NO. 20/2020 F.NO.2/4/2020-CL-V DATED MAY 05, 2020) TO BE INITIATED FROM THE REGISTERED OFFICE AND AT THE REGISTERED OFFICE – S-24/1-2, FOURTH FLOOR, MAHAVIR NAGAR, ORDERLY BAZAR, NEAR MAHAVIR MANDIR, VARANASI, UTTAR PRADESH, INDIA - 221002 TO INTER ALIA, CONSIDER AND TRANSACT FOLLOWING BUSINESSES:

**SPECIAL BUSINESS**

**4. APPROVAL OF THE ANNUAL COMMISSION PAYABLE TO THE CHAIRPERSON**

**To consider and if thought fit, to pass with or without modification, the following resolutions as Special Resolution:**

**“RESOLVED THAT** in pursuance of Article 25 (d) of Articles of Association of the Company and Section 149 (9) of the Companies Act 2013, and necessary regulatory approval(s), if any, the Members of the Company hereby accords its approval for payment of annual commission out of profit to Chairperson, an amount of ₹7,20,000/- (Rupees Seven Lakh Twenty Thousand Only) excluding payment of sitting fee, reimbursement of expenses incurred in relation to attending Board and Committee Meetings of the Company and things ancillary thereto, as recommended by the Board of the Company.”

**“RESOLVED FURTHER THAT** the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things with regard to the Annual Commission to Chairperson as above and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Place: Varanasi

Date: 14.08.2020

By order of the Board of Directors  
For Utkarsh CoreInvest Limited

Sd/-  
(Neeraj Kumar Tiwari)  
Company Secretary

## **NOTES:-**

1. This Annual General Meeting is being convened by Video Conferencing in furtherance of compliance MCA General Circular No.20/2020 F.NO.2/4/2020-CL-V dated May 05, 2020 to transact the business as mentioned in this notice. The meeting will be initiated from and conducted at the Registered Office – S-24/1-2, Fourth floor, Mahavir Nagar, Orderly Bazar, Near Mahavir Mandir, Varanasi, Uttar Pradesh, India - 221002 through video Conference (VC Meeting ID weblink <https://bluejeans.com/622008791/0832>) for the Members.
2. To join the meeting, the members are requested to directly click on the above link or can visit <https://www.bluejeans.com/> and click on **“Join Meeting”**. Thereafter, enter the meeting ID as mentioned in S.No.1 above, enter respective member’s name and click **“Enter Meeting”**.
3. In case any member faces any difficulty in joining the meeting, please reach out to Mr. Neeraj Kumar Tiwari, at [secretarial@utkarshcoreinvest.com](mailto:secretarial@utkarshcoreinvest.com) or at his contact no. #91 9598069737.
4. Please note that the proceedings at the meeting held through VC will be recorded for future record and audit purposes and also for disclosure of the same on the website of the Company.
5. The facility for joining the meeting will be open from 15 minutes before the time scheduled to start the meeting, i.e. from 2:45 P.M. and will remain open till the entire duration of the meeting.
6. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act as provided in the MCA General Circular No. 14/2020 dated April 08, 2020. However, the Company reserves the right to secure printed attendance slip authenticated from the members participating in person. Those members who will be attending the said meeting from the registered and corporate office of the Company are requested to maintain social distance while attending the meeting in person.
7. The meeting will also be attended by at least one of the Independent Directors of the Company and representative of the Statutory Auditor of the Company. The Independent Director(s) and the Statutory Auditor will also be using the same meeting Id and follow the same process for attending the meeting over VC as the members are required to observe and detailed in S.No. 2 above.
8. In terms of the MCA General Circular No.14/2020 dated April 08, 2020, facility for appointment of proxies will not be available for the meeting. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting over the VC.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
10. The decision in the meeting will be carried out by voting by show of hands unless a demand for poll is made in accordance with section 109 of the Act, in which case, the

voting shall be conducted through the e-voting system.

11. Due to lock-down situations, the notice of this meeting shall be served over email to all the members over their e-mail id as available with the Company.
12. The route map of the venue of the Meeting is given in the Notice.
13. Voting through Electronic Means:
  - a. In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Secretarial Standards on General Meetings, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means. The Company has engaged the services of the NSDL ("**E-Voting Service Provider**") to provide the e-voting facility.
  - b. The facility of voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper.
  - c. The Members who cast their vote by remote e-voting prior to the Meeting may also attend the Meeting.
  - d. The e-voting period commences on August 24, 2020 at 10:00 AM and ends on August 26, 2020 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (for reckoning voting rights) being, June 30, 2020, may cast their vote by remote e-voting in the manner and process set out herein below. The remote e- voting module shall be disabled by E-Voting Service Provider for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
  - e. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (for reckoning voting rights) being, June 30, 2020.
  - f. The Company has appointed M/s Sumit Singh & Associates, Company Secretaries, Varanasi, as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
  - g. Members may call on toll free no. **1800-222-990** of the E-Voting Service Provider for any further clarifications.
  - h. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from Service Provider [for Members whose email IDs are registered with the Company / Depository Participants(s)]:
      - i. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>
      - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by the folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already

registered with Service Provider for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT", i.e., 'Utkarsh CoreInvest Limited'.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on cut-off date mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at Mr. Sumit Singh, Company Secretary in Practice, Membership Number 50243 at [csumitsingh03@gmail.com](mailto:csumitsingh03@gmail.com) with a copy marked to [secretarial@utkarshcoreinvest.com](mailto:secretarial@utkarshcoreinvest.com) the scanned image of the above mentioned documents should be in the naming format.
- B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Applicant Company / Depository Participants(s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. 13. A. i. to xii. above to cast your vote by electronic means.

By Order of the Board  
for Utkarsh CoreInvest Limited

Date: 14.08.2020  
Place: Varanasi

Sd/-  
Neeraj Kumar Tiwari  
Company Secretary

## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Board of Directors in its meeting held on February 26, 2019 had approved, in pursuance of Article 25(d) of Articles of Association of the Company and subject to shareholders approval and necessary regulatory approval(s), if any, for annual commission out of profit payable to Chairperson ₹7,20,000/- (Rupees Seven Lakh Twenty Thousand Only) excluding payment of sitting fee, reimbursement of expenses incurred in relation to attending Board and Committee Meetings of the Company and things ancillary thereto.

In this context, it was submitted to the Board of Directors in their meeting held on September 26, 2019, that the Company was in loss for FY 2018-19 and hence the Annual Commission was not paid to the Chairperson, as the approval for payment was only out of profits, in spirit of upholding good corporate governance and practices of the Company.

It is hereby further informed to the Board that during the FY 2019-20, the company has achieved a profit of ₹55.08 (Rupees Fifty-Five Lakh Eight Thousand Only), therefore, the Chairperson is eligible for the Annual Commission out of profit.

In context of the above, and especially the requirement of seeking shareholders' approval, the agenda was placed to the Board in its meeting dated August 14, 2020 for approval to be submitted to the members by way of an Addendum to the Notice for considered by the members / shareholders in the 30<sup>th</sup> AGM of the Members of the Company, scheduled on August 27, 2020.

None of the Directors, except Mr. G. S. Sundararajan, Chairperson and Independent Director of the Company is concerned or interested in this resolution.

The Board in its meeting dated August 14, 2020 recommended the resolution under Item No. 4 to be passed as Special Resolution by way of Addendum to the Notice.

Accordingly, the following resolutions are being placed before the Members for considering the Chairman's Annual Commission amounting to ₹7,20,000/- per annum on agreed terms, and, if thought fit, to pass the following resolutions:

**"RESOLVED THAT** in pursuance of Article 25 (d) of Articles of Association of the Company and Section 149 (9) of the Companies Act 2013, and necessary regulatory approval(s), if any, the Members of the Company hereby accords its approval for payment of annual commission out of profit to Chairperson, an amount of ₹7,20,000/- (Rupees Seven Lakh Twenty Thousand Only) excluding payment of sitting fee, reimbursement of expenses incurred in relation to attending Board and Committee Meetings of the Company and things ancillary thereto, as recommended by the Board of the Company."

**"RESOLVED FURTHER THAT** the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things with regard to the Annual Commission to Chairperson as above and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**UTKARSH COREINVEST LIMITED**

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Email: [communication@utkarshcoreinvest.com](mailto:communication@utkarshcoreinvest.com)

**ATTENDANCE SLIP**

Regd. Folio / DP ID & Client ID	
Name and Address of the Member	
Name(s) of the Joint Holder(s)	
No. of Share(s)	
Name of Proxy Holder	

I / We hereby record my / our presence at the 30<sup>th</sup> Annual General Meeting of the Members of the Company being held on August 27, 2020 AT 3:00 PM at the Video conference (VC Meeting ID <https://bluejeans.com/622008791/0832>) (in terms of Ministry of Corporate Affairs' General Circular No.20/2020 F.NO.2/4/2020-CL-V dated May 05, 2020) to be initiated from the Registered Office or at the Registered Office : Utkarsh CoreInvest Limited, S-24/1-2, Fourth Floor, Mahavir Nagar, Orderly Bazar, Near Mahavir Mandir, Varanasi, 221002

Signature of the attending Member/Proxy \_\_\_\_\_

**Note:**

1. The authorized representative is requested to submit the original copy of the authorization letter along with this attendance slip, if appearing in person. Else, please email the authorization letter before the schedule time for start of meeting at [secretarial@utkarshcoreinvest.com](mailto:secretarial@utkarshcoreinvest.com)

a) From Varanasi Railway Station



b) From Varanasi Airport

