

28th

Annual Report

2019 -2020

SAINIK FINANCE & INDUSTRIES LTD.

CIN: L26912DL1991PLC045449

Registered Office

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

Corporate Office

7th Floor, Office Tower, Ambience Mall, NH-8, Gurugram, Haryana-122002

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SAINIK FINANCE & INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the **28th Annual General Meeting** of the Members of M/s Sainik Finance & Industries Limited will be held on **Wednesday, the 30th day of September, 2020** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 11:15 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, a Profit and Loss Account and Cash Flow Statements for the financial year ended on that date together with the reports of the Board of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rudra Sen Sindhu (DIN 00006999), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Ramesh Shah (DIN 00029864) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Ramesh Shah (DIN: 00029864), who is appointed as an additional director and also Independent Director of the Company by the Board of Directors at its meeting held on 25th June, 2020 and who holds office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or last date of Annual General Meeting for the financial year ended 2019-20 should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office as such for a term of five consecutive years i.e. upto 24th day of June 2025 and the period of his office shall not be liable to retire by rotation.”

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

4. Appointment of Mr. Sarvesh Sindhu (DIN: 06545787) as Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sarvesh Sindhu (DIN 06545787), who has been appointed as an additional Director of the Company by the Board of Directors with effect from 25th June, 2020 and who holds office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or last date of Annual General Meeting for the financial year ended 2019-20 should have been held, whichever is earlier whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director and the period of his office shall be liable to determination by retirement of directors by rotation.

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

5. Approval for the matter relating to entering into related party transactions with ACB (India) Limited and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (herein referred to as “the Listing Regulations”) and pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”); if and to the extent applicable and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s)), the consent of the members / shareholders of the Company be and is hereby accorded to the Board of Directors (herein referred to as “the Board” which term shall include any Committee thereof) for approval of the material related party transaction entered or to be entered by the Company with ACB (India) Limited (ACB), a related party as defined in Section 2(76) of the Act with regard to repayment of inter-corporate loans and advances amounting to Rs.53.76 Crores (Rupees Fifty Three Crores Seventy Six Lakhs only) outstanding to the Company as on 31st March, 2020 alongwith interest due thereon till date of repayment, in one or more tranches, on such other terms and conditions as the Board may decide from time to time and briefly mentioned in the explanatory statement to this resolution.

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RESOLVED FURTEHR THAT the consent of the members of the Company be and is hereby also accorded / given to approve and ratify all inter-corporate loans and advances taken and given by the Company from/ to ACB (India) Limited from time to time which are in ordinary course of business and are on an arm's length basis and to all acts, deeds and things which was done and documents executed in connection with such related party transaction.

RESOLVED FURTEHR THAT Sh. Rudra Sen Sindhu, Sh. Sarvesh Sindhu and Sh. Kuldeep Singh Solanki, Directors of the Company be and are hereby severally authorized to execute the fresh agreement or addendum to the existing agreement in connection with repayment of aforesaid ICD given to / taken from ACB, on the terms and conditions as agreed and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose, on behalf of the Company.

6. Approval for the matter relating to entering into related party transactions with Kartikay Exploration and Mining Services Private Limited and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (herein referred to as "the Listing Regulations") and pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"); if and to the extent applicable and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s)), the consent of the members / shareholders of the Company be and is hereby accorded to the Board of Directors (herein referred to as "the Board" which term shall include any Committee thereof) for approving or ratifying the material related party transaction entered or to be entered by the Company with Kartikay Exploration and Mining Services Private Limited (KEMSPL), a related party as defined in Section 2(76) of the Companies Act, 2013 with regard to inter-corporate loans and advances of Rs.19.00 Crores (Rupees Nineteen Cores only) (including alongwith interest due thereon) given to KEMSPL from time to time during the last couples of years on such other terms and conditions as the Board may decide from time to time and briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby also given to the Board of Directors (herein referred to as "the Board" which term shall include any Committee thereof) for modifying or extending repayment terms for. receiving / recovering back the balance ICD amount of Rs.15.02 Crores (Rupees Fifteen Cores Two Lakhs only) outstanding as on 31st March, 2020, within such period as may be extended by the Board on request of KEMSPL alongwith interest due thereon till date of repayment from KEMSPL in one or more tranches on such other terms and conditions as may be deemed fit by the Board in the interest of the Company

RESOLVED FURTEHR THAT the consent of the members of the Company be and is hereby also accorded/ given to approve and ratify all inter-corporate loans and advances taken and given by the Company from/ to KEMSPL from time to time which are in ordinary course of business and are on an arm's length basis and to all acts, deeds and things which was done and documents executed in connection with such related party transaction."

RESOLVED FURTEHR THAT Sh. Rudra Sen Sindhu, Sh. Sarvesh Sindhu and Sh. Kuldeep Singh Solanki, Directors of the Company be and are hereby severally authorized to execute the fresh agreement or addendum to the existing agreement in connection with repayment of aforesaid ICD given to / taken from KEMSPL, on the terms and conditions as agreed and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose, on behalf of the Company.

Dated: 17th August, 2020

Place: New Delhi

By Order of the Board
For Sainik Finance & Industries Limited

Rudra Sen Sindhu
Director
DIN: 00006999

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 Nos. 3 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on 17th August, 2020 considered that the special business under item Nos. 3 to 6, being considered unavoidable, be transacted at the 28th AGM of the Company.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The deemed venue for the 28th AGM shall be the Registered Office of the Company.

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4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is annexed.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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 AGM 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
7. The Register of Members and Transfer Books of the Company will be closed from Wednesday 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of holding Annual General Meeting of the Company.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 29th September, 2020 through email on legalsecretarial@sainikmining.com. The same will be replied by the Company suitably.
14. 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.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company's website www.sainikfiinance.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
16. Notice of AGM shall be send electronically to the members/ shareholders whose name are appeared on Friday 28th August, 2020 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. 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 AGM.

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19. At the 25th AGM held on 28th September, 2017, the members approved appointment of M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi (bearing ICAI Registration No.009933N) as Statutory Auditors to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 30th AGM to be held for the financial year ending on 31st March 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 28th AGM.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice 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 pk.mittal@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio/DP ID & Client ID.
22. Instructions for e-voting and joining the AGM 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, 27th September, 2020 (9:00 a.m. IST) and ends on Tuesday, 29th September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 23rd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM 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 AGM.
- 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 Wednesday, 23rd September, 2020.
- iv. The Board of Directors has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 089046), has been appointed as the Scrutinizer to scrutinize the voting during the AGM 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 AGM may also attend / participate in the AGM 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. Wednesday, 23rd September, 2020, 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:

A. Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- 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 'Shareholders' section.
- 3) A new screen will open. You will have to enter your User ID, your Password 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. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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) Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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 enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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. 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - 6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the one-time password (OTP) 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.

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

- 1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3) Select "EVEN" of company for which you wish to cast your vote.
- 4) Now you are ready for e-Voting as the Voting page opens.
- 5) 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.
- 6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

23. 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,

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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.

- 4) Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend, if any:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, IPPL at pk.mittal@indusinvest.com providing 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, as per the process advised by your DP

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. 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.
- ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and will be open upto 15 minutes after scheduled start time of AGM i.e. shall open from 11.00 AM to 11.30 AM and close after will be available for Members on first come first served basis.
- iii. 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 28th AGM without any restriction on account of first-come- first-served principle.
- iv. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/ +91 932678146
- v. Members who would like to express their views or ask questions during the AGM 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.co from 27th September, 2020 (9:00 a.m. IST) to 28th September, 2020 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. Other Instructions and results declaration :

- 1) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, 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.

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("The Act")

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

Item No. 3

The Board of Directors of the Company at its meeting held on 25th June, 2020 had appointed Mr. Ramesh Shah (DIN 00029864) as additional director (Independent Director) of the Company who holds office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or last date of Annual General Meeting for the financial year ended 2019-20 should have been held, whichever is earlier. He fulfils all criteria of Listing

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Regulations as well as the provisions of section 149(6) of Companies Act, 2013 for appointment as Independent Director of the Company. He has also given declaration that he fulfils and complies with all the conditions specified in the Section 149(6) of Companies Act, 2013 making his eligible to be appointed as Independent Director of the Company at ensuing Annual General Meeting.

The Nomination and Remuneration Committee (NRC) of the Board of Directors on the basis of the report of performance evaluation, has recommended appointment of Mr. Ramesh Shah as an Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, Mr. Ramesh Shah would be beneficial to the Company and it is desirable to appoint him as an Independent Director. Accordingly, it is proposed to appoint Mr. Ramesh Shah as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(Five) consecutive years upto 24th June, 2025, on the Board of the Company.

Mr. Ramesh Shah is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Mr. Ramesh Shah that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Copy of draft letter of appointment of Mr. Ramesh Shah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Board of Directors of the Company at its meeting held on 25th June, 2020 had appointed Mr. Sarvesh Sindhu (DIN 06545787) as additional director of the Company who holds office pursuant to the provisions of section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or last date of Annual General Meeting for the financial year ended 2019-20 should have been held, whichever is earlier.

The Nomination and Remuneration Committee (NRC) of the Board of Directors on the basis of the report of performance evaluation, has recommended appointment of Mr. Sarvesh Sindhu as Director of the Company who is liable to retire by rotation.

The Board, on the recommendation of the Nomination and Remuneration Committee, considered that, given his background and experience, Mr. Sarvesh Sindhu would be beneficial to the Company and it is desirable to appoint him as an Non- Executive Non- independent Director of the Company. Accordingly, it is proposed to appoint Mr. Sarvesh Sindhu as Director of the Company, is liable to retire by rotation, on the Board of the Company.

Mr. Sarvesh Sindhu is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

Except Sh. Rudra Sen Sindhu, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Items No. 5&6:

The Company is Non-Banking Finance Company registered with Reserve Bank of India and engaged in investment and finance business, providing / availing Inter-Corporate loan and advance in normal course of business. The Company entered or to be entered with related transactions to provide or to take intercorporate loan or advances and also to provide / to avail services to / from related parties from time to time. The Audit Committee gives omnibus approval at its meeting held during every financial year for such related parties transactions entered or to be entered during this financial as they are in ordinary course of business and on an arm's length basis.

The members of the Company are requested to note that pursuant to provisions of Section 188 of the Companies Act, 2013 ("Act") read with the relevant Rules made there under and pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), any transactions with related party having monetary value exceeding of 10% of turnover of the Company as per the last audited financial statements of the Company would be considered a Material Related Party Transactions. All Material Related Party Transactions will require approval of the members through an ordinary resolution.

The Company being a NBFC Company has received inter-corporate loans and advances during the last couples of years from Spectrum Coal and Power Limited (SCPL), an unrelated party / entity. Pursuant to order dated 4th February, 2020 of the Hon'ble NCLT, New Delhi, SCPL has been merged with ACB (India) Limited ("ACB"), a related party defined under section 2(76) of the Companies Act, 2013 ("Act") with effect from 18th February, 2020. As on 31st March, 2020, total outstanding amount of ICD availed from SCPL (including interest due thereon) was Rs. 53.76 Crores. Due to merger of

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SCPL with ACB, the Company has to pay such inter-corporate loans and advances to ACB, a related party in one or more tranches. As such transaction amounts are more than 10% of turnover of the Company, hence it requires the approval of the members of the Company at the general meeting. The Company is NBFC Company and is engaged investment and finance business. Hence, such transactions are in ordinary course of business and are on an arm's length basis.

Further the Company being a NBFC Company has enter into an Inter-Corporate Loan Agreement dated 21st May, 2014 for providing or giving inter-corporate loan and advances aggregating to Rs. 20.00 Crores (Rupees Twenty Crores) to Kartikay Exploration and Mining Services Private Limited (KEMSPL) which was an unrelated party/ entity at that time. Pursuant to the provisions of this Agreement, the Company has provided or given ICD to KEMSPL from time to time during last couples of years. Such ICD given to KEMSPL are in ordinary course of business and are on an arm's length basis Till the year ended, 31st March, 2019, total outstanding ICD amount (including interest due thereon) given to KEMSPL was Rs.19.00 Crores (Rupee Nineteen Crores Only). KEMSPL now become a related party because of some statutory amendments, hence, the Company has to take necessary approval from the members / shareholders to ratify such ICD given to KEMSPL and received back same from KEMSPL. As on 31st March, 2020, total outstanding amount of ICD given to KEMSPL (including interest due thereon) was Rs.15.02 Crores. Now the Company intends to approve and ratify such related party transactions pertaining to ICD given to KEMSPL and to modify the repayment terms for receiving / recovering back the balance ICD amount of Rs.15.02 Crores (Rupees Fifteen Cores Two Lakhs only) outstanding as on 31st March, 2020, within such period as may be extended by the Board on request of KEMSPL alongwith interest due thereon till date of repayment from KEMSPL in one or more tranches on such other terms and conditions as may be deemed fit by the Board in the interest of the Company.

Even though the provisions of Companies Act, 2013 read with rules made thereunder regarding related party transactions do not attract to the above transactions of providing or taking inter-corporate loans to or from related party(ies) because this transactions are in ordinary course of business and are on an arm's length basis. However, this transaction may become a material related party transaction pursuant to the provisions of Regulation 23 of SEBI Regulations. i.e. monetary value of inter- corporate loans & advances is more than 10% of turnover of the Company. Therefore the approval of the shareholders/ the members is being sought by way of passing an ordinary resolution in compliance of Regulation 23 of SEBI Regulations to enter into such related party transactions.

The Audit Committee and Board of Directors in their meeting held on 17th August, 2020 have reviewed and approved major terms & conditions of this transaction and recommended to the members for their approval by way of an ordinary resolution. The other related information as envisaged under provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rule, are furnished hereunder:

Name of Related Party	ACB (India) Limited (ACB)
Name of the Director / KMP who is related and nature of relationship	Rudra Sen Sindhu, Sh. Sarvesh Sindhu and Kuldeep Singh Solanki, Directors and Promoters of the Company and their relatives are also Directors and Shareholders of ACB.
Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The Company has received Inter-Corporate Loans and Advances from Spectrum Coal and Power Limited (SCPL), an unrelated party pursuant to provisions of ICD Agreement dated 9th April, 2016 during last couples of the years from time to time.</p> <p>Pursuant to order dated 4th February, 2020 of the Hon'ble NCLT, New Delhi, SCPL has been merged with ACB (India) Limited ("ACB"), a related party defined under section 2(76) of the Companies Act, 2013 ("Act") with effect from 18th February, 2020 The Company now propose to repayment of all inter corporate loan & advances availed from SCPL, non-related party which has been merged with ACB, a related party.</p> <p>As on 31st March, 2020, total outstanding amount of ICD availed from SCPL (including interest due thereon) was Rs.53.76 Crores. Due to merger of SCPL with ACB, the Company has to repay such inter-corporate loans and advances to ACB, a related party in one or more tranches alongwith interest due thereon till date of repayment.</p> <p>The Current annual rate of interest is 12%. Such Inter Corporate Loan & Advances shall be repayable on demand.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	Such related party transactions entered or to be entered with ACB pursuant to the merger of SCPL with ACB are in ordinary course of business and are on an arm's length basis.
Name of Related Party	Kartikay Exploration and Mining Services Private Limited (KEMSPL)
Name of the Director / KMP who is related and nature of relationship	Relative of Sh. Rudra Sen Sindhu, Directors and Promoters of the Company are also director and shareholders of KEMSPL.
Nature, material terms, monetary value and particulars of the contract or arrangement	The Company has given to KEMSPL which was an unrelated party, an inter-corporate loans and advances of Rs.19.00 Crores (Rupees Nineteen Crores only) during last couple of years pursuant to ICD Agreement dated 21 st May, 2014. KEMSPL now become related party.

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	<p>The Company now intends to approve and ratify such related party transactions pertaining to ICD given to KEMSPL and to modify the repayment terms for receiving / recovering back the balance ICD amount of Rs.15.02 Crores (Rupees Fifteen Cores Two Lakhs only) outstanding as on 31st March, 2020, within such period as may be extended by the Board on request of KEMSPL alongwith interest due thereon till date of repayment from KEMSPL in one or more tranches on such other terms and conditions as may be deemed fit by the Board in the interest of the Company.</p> <p>The Current annual rate of interest is 13.85%. Such Inter Corporate Loan & Advances shall be repayable on demand</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	Such related party transactions entered or to be entered with KEMSPL pursuant to the modifying repayment terms are in ordinary course of business and are on an arm's length basis.

Sh. Rudra Sen Sindhu, Sh. Sarvesh Sindhu, Sh. Kuldeep Singh Solanki and their relative will not participate in above said business to be transacted at AGM through e-voting process or otherwise as they are interested in these resolutions.

None of the Director or Key managerial personal of the Company and their relatives, other than Mr. Rudra Sen Sindhu, Sh. Sarvesh Sindhu and Mr. Kuldeep Singh Solanki and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No.5&6 of the accompanying Notice for approval of the Members.

Dated: 17th August, 2020
Place: New Delhi

By Order of the Board
For Sainik Finance & Industries Limited

Rudra Sen Sindhu
Director
DIN: 00006999

Annexure to Item No. 2, 3 & 4 of Notice of AGM

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting *(in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

Brief Profile of Director being appointed/re-appointed:

Name	Mr. Rudra Sen Sindhu	Mr. Ramesh Shah	Mr. Sarvesh Sindhu
DIN	00006999	00029864	06545787
Age	64 years	62 years	29 years
Date of Appointment	22/08/1991	25/06/2020	25/06/2020
Qualification	He is ex-army person and has bachelor's degree in arts.	He is qualified Chartered Accountant and Cost Accountant.	He has MBA degree from Boston University, United States of America.
Expertise in specific functional area	He joined the Indian Army in 1977. After completing the short service commission period of five years, he joined his family concern, M/s. Mitter Sen and Co., which was then engaged in the business of iron ore mining. He has approximately 37 years of experience in the field of coal mining and mining logistics and setting up and operation of power plants and non-banking finance business. He has business interests in a number of companies engaged mainly in the business of mining and logistics, coal beneficiation, power generation, manufacturing of sponge iron and steel, stock broking, print media, finance and tourism.	He has completed a bachelor's degree in science from University of Kashmir in the year 1977 and is a fellow member of the Institute of Chartered Accountants of India and is a qualified Cost Accountant. He has extensive experience of over 27 years of heading functions like statutory audit, taxation, accounts, finance, costing, MIS, internal and management audit, commercial, administration, material management, systems and controls, mergers, acquisition, takeovers, etc.	He was the Captain of the School Basketball team and attended Delhi National Basketball camp in the year 2007. Sh. Sarvesh Sindhu has done his schooling from Sanskriti School, Chanakya Puri, Delhi. He also has done one year management studies from Boston University, United States of America. He is pursuing Chartered Accountant course from Institute of Chartered Accountants of India (ICAI). He has been pursuing family business since last 4 years i.e. coal mining, contract mining, mining logistics and setting up and operation of power plants and non-banking fiancé business.

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	He has been the Chairman of the Expert Committee on Coal since 2008 and the Co-Chairman of the National Coal Committee of ASSOCHAM since 2009. He is also engaged in several charitable activities in rural area.		
Directorships held in other companies (except foreign companies)	ACB (India) Limited ACB (India) Power Limited Aryan Energy Private Limited Aryan Ispat And Power Private Limited Global Coal And Mining Private Limited Hari Bhoomi Communications Private Limited Indus Portfolio Private Limited Legend Travels Private Limited Paramitra Holdings Limited Sindhu Trade Links Limited Thriveni Sainik Mining Private Limited	Penta Software Private Ltd Penta Serv (India) Pvt. Ltd Apex Capital and Finance Limited S.K. Dudha & Co., Chartered Accountants	Garuda Resorts Private Ltd ACB Mining Private Limited Spectrum Renewal Energy Private Limited Mine Gate India LLP
Memberships / Chairmanships of committees of other Public companies (includes Audit & Stakeholder Committee)	He is Chairman of Audit Committee of ACB (India) Power Limited and Aryan Energy Private Limited. He is member of Audit Committee and Stakeholder Committee of ACB (India) Limited.	Except he is the Chairman of Audit Committee of Apex Capital and Finance Limited, he does not hold a position of Chairmanship or Membership of Audit Committee and Stakeholders Committee in any other Company.	Not applicable
Shareholding in the Company	1334835 Equity Shares	Nil	248866 Equity Shares
Relationship with any Director(s) of the Company	He is relative of Sh. Sarvesh Sindhu, None- Executive Director of the Company	He is not related to Company or any director or Key Managerial Personnel of the Company.	He is relative of Sh. Rudra Sen Sindhu, Non- Executive Director of the Company.