

SAINIK FINANCE & INDUSTRIES LIMITED

CIN: L26912DL1991PLC045449

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of M/s Sainik Finance & Industries Limited will be held on **Thursday, the 30th day of September, 2021** 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, 2021 including the audited Balance Sheet as at 31st March, 2021, 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. Kuldeep Singh Solanki (DIN 00009212), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Nishi Sabharwal (DIN 06963293) 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”), Mrs. Nishi Sabharwal (DIN: 06963293), who is appointed as an additional director in category of Independent Director of the Company by the Board of Directors at its meeting held on 12th November, 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 2020-21 should have been held, whichever is earlier and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office as such for a term of five consecutive years i.e. upto 11th November, 2025 and the period of her 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. Approval for the matter relating to entering into related party transactions with TRN Energy 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 from time to time (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 TRN Energy Private Limited (TRN), a related party as defined in Section 2(76) of the Act with regard to receive back an inter-corporate loans and advances (including interest) amounting to Rs.84.08.Crores (Rupees Eighty Four Crore Eight Lakh only) outstanding to TRN as on 31st March, 2021 alongwith interest due thereon till date of repayment, in one or more tranches, on the terms and conditions as stipulated in ICD Agreement dated 27.09.2017 as amended by the Board from time to time and on such terms are 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 accorded to the Board or committee thereof for approving / ratifying ICD Agreement dated 27.09.2017 including amendment thereof entered into with TRN for providing or given inter-corporate loans and advances, not exceeding to Rs.100 Crores

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(Rupees One Hundred Crore Only) from time to time which are in ordinary course of business and are on an arm's length basis and to do all acts, deeds and things which was done or to be done and documents executed or to be 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 ICD agreement or addendum to the existing agreement or any other papers or documents in connection therewith and to do such other acts, things, deeds as may be deemed essential and incidental for the purpose, on behalf of the Company.

By Order of the Board
For Sainik Finance & Industries Limited

Rudra Sen Sindhu
Director
DIN: 00006999

Dated: 13th August, 2021
Place: New Delhi

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 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on 13th August, 2021 considered that the special business under item Nos. 3 to 4, being considered unavoidable, be transacted at the 29th AGM of the Company.
2. In view of the massive outbreak and continuing Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020 and followed by SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 29th AGM through VC/OAVM.
3. The deemed venue for the 29thAGM shall be the Registered Office of the Company.
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 **Saturday 25th September, 2021 to Thursday, 30th September, 2021 (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

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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, 2021 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 and followed by SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 , Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.sainikfinance.com, on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com
16. Notice of AGM shall be send electronically to the members/ shareholders whose name are appeared on Friday 27th August, 2021 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.
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 29th AGM.

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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 rs.kushwah@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, 26th September, 2021 (9:00 a.m. IST) and ends on Wednesday 29th September, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 24th September, 2021 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 cut-off date i.e. Friday, 24th September, 2021.
- iv. The Board of Directors has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant (Membership No. 089046), Proprietor of SMR & Associates, Chartered Accountants, New Delhi, as the Scrutinizer to scrutinize the voting process 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. Friday, 24th September, 2021, 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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 issued on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful

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	<p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https:// web.cdslindia.com/myeasi/home/ login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be .also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. .If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/ Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:
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. Password details for shareholders other than Individual shareholders 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 to 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. a .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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.

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- 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 etc.
 - d) Members can also use the OTP (One Time Password) 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.

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

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting
- 3) Now you are ready for e-Voting as the Voting page opens
- 4) 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.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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, 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, IPPL at rs.kushwah@indusinvest.com mentioning 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 by providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or any other documents as advised by your DP. If Shareholder is an Individual shareholders holding securities in demat mode, you may refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
Alternatively	The shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC / OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. 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.
6. 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 29th AGM without any restriction on account of first-come- first-served principle.
7. 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
8. 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.com from 27th September, 2021 (9:00 a.m. IST) to 28th September, 2021 (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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at legal.secretarial@sainikmining.com. The same will be replied by the company suitably.

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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.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Rudra Sen Sindhu
Director
DIN: 00006999

Place: New Delhi
Dated: 13th August 2021

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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 12th November, 2020 had appointed Mrs. Nishi Sabharwal (DIN 06963293) as an 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 2020-21 should have been held, whichever is earlier. She fulfils all criteria of Listing Regulations as well as the provisions of section 149(6) of Companies Act, 2013 for appointment as Independent Director of the Company. She has also given declaration that she fulfils and complies with all the conditions specified in the Section 149(6) and Schedule IV of Companies Act, 2013 making her eligible to be appointed as an 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 Mrs. Nishi Sabharwal 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 her background and experience, Mrs. Nishi Sabharwal would be beneficial to the Company and it is desirable to appoint her as an Independent Director. Accordingly, it is proposed to appoint Mrs. Nishi Sabharwal as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(Five) consecutive years upto 11th November, 2025, on the Board of the Company.

Mrs. Nishi Sabharwal is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given her consent to act as a director.

The Company has also received declaration from Mrs. Nishi Sabharwal that she meets the criteria of independence as prescribed both under Section 149(6) and Schedule IV 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 Mrs. Nish Sabharwal 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 Director/ Key Managerial Personnel of the Company/ their relatives is 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.

Items No. 4:

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. At the starting of every financial year, the Audit Committee, at its meeting gives omnibus approval for such related parties transactions entered or to be entered during the financial year which are in ordinary course of business and are on an arm’s length basis and are with the limit prescribed under the Act or rules & regulations.

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”) as amended from time to time, 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 provided / given inter-corporate loan and advances (ICD) to TRN Energy Private Limited (TRN) from time to time, pursuant to ICD Agreement dated 27th September 2017 entered into with TRN when it was non-related party. Such ICD given to TRN are in ordinary course of business and are on an arm’s length basis. With effect from 31st March, 2021, TRN has become related party as defined under section 2(76) of the Companies

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Act, 2013 (“Act”) because of Sh. Rudra Sen Sindhu, Director of the Company has been appointed as Director of TRN with effect from that date. As on 31st March, 2021, total outstanding amount of ICD given to TRN (including interest due thereon) was Rs.84,08,00,000/- (Rupees Eighty Four Crores Eight Lakhs Only)

TRN has become related party in terms of the provisions section 2(76) of the Companies Act, 2013 because of Sh. Rudra Sen Sindhu, Director of the Company has been appointed as Director of TRN Energy Private Limited w.e.f. 31st March, 2021. As the Company has to receive back such ICD from TRN, hence such transaction become related party transactions. Consequently, the Company has to obtain approval of shareholders of the Company to approve such related party transactions pertaining to receiving back ICD which was given to TRN from time to time and/ or to enter other related party transactions with TRN, if required.

It is necessary to mention here that no transaction was made with TRN since 31st March, 2021 till date. The Company now intends to seek the approval of shareholders of the Company for approving and ratifying such related party transactions pertaining to receiving back ICD which was given to TRN and to modify terms and conditions as stipulated in ICD Agreement dated 27.09.2017 (as amended from time to time) with respect to receive back /recover amount of ICD outstanding to TRN as on 31st March, 2021 including interest due thereon till date of actual repayment in one or more tranches.

Even though the provisions of the Companies Act, 2013 read with rules made thereunder regarding related party transactions do not attract to the above transaction of providing or taking inter-corporate loans to or from related party(ies) because the Company is NBFC and this transaction is in ordinary course of business and is 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 13th August, 2021 have reviewed and approved major terms & conditions of this transaction and recommended to the members/ shareholders 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 and SEBI Regulations are furnished hereunder:

Name of Related Party	TRN Energy Private Limited (TRN)
Name of the Director / KMP who is related and nature of relationship	Sh. Rudra Sen Sindhu, Director and Promoter of the Company, is also director of TRN.
Nature, material terms, monetary value and particulars of the contract or arrangement	<p>The Company has entered ICD Agreement on 27.09.2017 with TRN when it was non-related party for granting Inter Corporate Loan and Deposit upto an amount of Rs.100 Crore (Rupees Hundred Crore Only) at rate of interest of 15% P.A., which was reduced to 10% per annum with effect from 01.04.2020. Such ICD is repayable on demand. As on 31st March’ 2021, total outstanding dues on account of such ICD given to TRN was Rs.84.08 Crore (Rupees (Rupees Eighty Four Crore Eight Lakh only) including interest due thereon till 31st March, 2021.</p> <p>TRN has now become related party because of Sh. Rudra Sen Sindhu, Director and Promoter of the Company has been appointed as Director of TRN w.e.f. 31st March, 2021.</p> <p>Consequently, the Company now intends to seek approval of the members / shareholders of the Company to approve and ratify such related party transactions pertaining to receiving back ICD given to TRN and to modify terms & conditions as stipulated in ICD Agreement dated 27.09.20217 (as amended from time to time) with respect to receive back /recover ICD amount of Rs.84.08 Crore (Rupees Eighty Four Crore Eight Lakh only) outstanding to TRN as on 31st March, 2021 including interest due thereon till date of actual repayment in one or more tranches.</p>
Any other information relevant or important for the members to take a decision on the proposed resolution	Such ICD is repayable on demand and are in ordinary course of business and are on an arm’s length basis.

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Sh. Rudra Sen Sindhu and his relative- Sh. Sarvesh Sindhu, Directors 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 the resolution.

None of the Director or Key managerial personal of the Company and their relatives, other than Mr. Rudra Sen Sindhu and Sh. Sarvesh Sindhu, Directors 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.4 of the accompanying Notice for approval of the Members.

Annexure to Item No. 2 &3 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. Kuldeep Singh Solanki	Mrs. Nishi Sabharwal
DIN	00009212	06963293
Age	65 years	61 years
Date of Appointment	27/03/1997	12/11/2020
Qualification	He is ex-army person and has bachelor's degree in arts.	She is ex-banker and has master degree in Economics.
Expertise in specific functional area	After his Bachelor's degree he joined the Indian army. After serving the army for a period of five years he joined Sainik Transporters Private Limited in 1982. At present he is also interested as the director of several companies engaged in the business of coal mining, coal washing and related industries. He has approximately 36 years of experience in the coal sector, power & finance sector. Apart from the Company.	In a career spanning 30 years, she has held numerous senior positions across various business segments and also worked with a multinational bank for 12 years across various business segments and large Indian Private banks for 3 years. She has specialization in Client Experience Management, Relationship Banking, Wealth Management, Investment Advisory, Private Banking, Business Banking, International Trade Services, Branch Banking, Team Building Management, Business Development, Channel Management. She has rich experience and in depth knowledge in field of Banking, Accounts and finance etc.
Directorships held in other companies (except foreign companies)	<ul style="list-style-type: none"> - Maneesha Finlease Limited - Global Opticals Private Limited - ACB (India) Limited - Aryan Clean Environment Technologies Private Limited - Global Coal And Mining Private Limited - Sainik Potash Private Limited - ACB (India) Power Limited - Thriveni Sainik Mining Private Limited - Thriveni Sainik PBNW Private Limited 	<ul style="list-style-type: none"> - Shyam Telecom Limited - Globus Power Generation Limited - Aryan Energy Private Limited - Spectrum Power Generation Ltd - Giser Consultants Private Limited - Sainik Mining And Allied Services Limited - Aryan Chhattisgarh Power Generation Private Limited
Memberships / Chairmanships of other Public committees (includes Audit & Stakeholders Committee)	He is neither a Chairman nor a member of Audit Committee and Stakeholder Committee of any Company wherein he is director.	She holds the Chairmanship in 1 (One) Audit Committee and membership of 6 (Six) Audit Committee and 3 (Three) Stakeholders Committee of the Companies wherein she is director.
Shareholding in the Company	2503982 Equity Shares	Nil
Relationship with any Director(s) of the Company	He is not related to any Director or Key Managerial Personnel of the Company	She is not related to Company or any director or Key Managerial Personnel of the Company.