

Registered office: 1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (W) 400602
Tel: 022-2539 0009/ 2543 8095; Email: narendrainvestmentdelhi@gmail.com;
website: www.narendrainvestment.com

NOTICE OF THE 43RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **43rd (Forty-third) Annual General Meeting** (“AGM”) of Shareholders of **Narendra Investments (Delhi) Limited** (“Company”) will be held on **Wednesday, the 30th day of September, 2020** at **4.00 P.M.(IST)** through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2020:

To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss and cash flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.

2. Re-appointment of Mr. Laxmikant Kabra as a “Director”, liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Laxmikant Kabra (DIN: 00061346), who retires by rotation and, being eligible, offers himself for re-appointment.

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Laxmikant Kabra [Director Identification Number (DIN): 00061346] as a “Director”, who shall be liable to retire by rotation.”

3. To appoint an Auditor and to fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of section 139, 142, 143 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Audit and Auditor) Rules, 2014, including any statutory enactment or modification(s) thereof, M/s. A N A M & ASSOCIATES, Chartered Accountants having (Firm Registration No.: 005496S be and is hereby appointed as Statutory Auditors of the Company for the period of 5 Financial Years starting FY 2020-21, who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in year 2025 at such remuneration as may be mutually agreed between the Board of Directors and above named Auditors.”

For Narendra Investments (Delhi) Limited

By Order of the Board of Directors

Place: Thane
Date: 8th September, 2020

Chintan Doshi
Company Secretary

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide its Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No.20/2020 dated 5th May, 2020,(collectively referred to as “MCA Circulars”),permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“SEBI Listing Regulations”) and MCA Circulars, the 43rd (Forty-Third) AGM of the Company is being held through VC/OAVM. The Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC/OAVM is explained hereunder and is also available on the website of the Company at www.narendrainvestment.com.
2. 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, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer Mr. Shravan Gupta, Practicing Company Secretary (Membership No.27484), CDSL and the Company, a scanned certified true copy of the Board Resolution with at tested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by-mail through its registered email address to cs.shravangupta@gmail.com with a copy marked to www.evotingindia.com and www.narendrainvestment.com.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holders attending meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
8. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company (“Bigshare”) in case the shares are held by them in physical form.
9. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI), the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, including Report of Board of Directors, Statutory Auditors’ Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Bigshare.
10. Members are requested to support “Green Initiative” by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s).

Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at www.bigshareonline.com), to enable the Company to send electronic communications.

11. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2019-20 will be available on the Company's website www.narendrainvestment.com, on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at www.bseindia.com) and on the website of Central Depository Securities (India) Limited at www.evotingindia.com.
12. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to investor@bigshareonline.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).
13. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare.
15. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or Bigshare for assistance in this regard.

Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

16. The venue of the AGM shall be deemed to be the Registered Office of the Company at 1, Matru Chhaya, M Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane West-400602.
17. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

(A) VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

- b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c) The remote e-voting period commences on Sunday, 27th September, 2020 (at 9.00 a.m. IST) and ends on Tuesday, 29th September, 2020 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Wednesday, 23rd September, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- d) The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Wednesday, 23rd September, 2020.**
- e) 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, 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.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING: -

Manner of Voting Electronically using CDSL e-Voting system:

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step1: Log-into CDSL e-Voting system at www.evotingindia.com

Step2: Cast your vote electronically on CDSL e-Voting system.

- i) Open the internet browser by typing the URL: www.evotingindia.com
- ii) Click on Shareholder-Login
- iii) If you are already registered with CDSL for e-voting then you can use your existing user ID and password.
- iv) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with thee-mail as initial password.
- v) Open email and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- vi) Password change menu will appear on your screen. Change the password with new password do f or your choice with minimum 8 digits/characters or combination there-of. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) Once thee-voting home page opens, click one-Voting>Active Voting Cycles.
- viii) Select "EVEN" (E-Voting Event Number) of Narendra Investments (Delhi) Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have vote don't here solution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

- i. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 through e-mail to cs.shravangupta@gmail.com.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evotingindia.com or call on toll free number 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 the Notice of AGM:

- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Bigshare on its website (at www.bigshareonline.com).
- ii. In case shares are held in Demat mode, please provide 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).

Instructions for Members for E-Voting on the Day of the AGM: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those 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.
- iii. 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.
- iv. 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.

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further, Members can also use the OTP based login for logging into the e-Voting system of CDSL.
- ii. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. Members are encouraged to join the Meeting through Laptops for better experience.
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- v. 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.
- vi. 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 narendrainvestmentdelhi@gmail.com. The same will be replied by the Company suitably, either in advance or at the time of AGM.
- vii. 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 e-mail address mentioning their name, DP ID and Client

ID/folio number, PAN, mobile number at narendrainvestmentdelhi@gmail.com from 27th September, 2020 (at 9.00 a.m. IST) to 29th September, 2020 (at 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.

- viii. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
18. Mr. Shravan Gupta, Practicing Company Secretary (Membership No.27484) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
19. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.astecsl.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 30th September, 2020.

By the Order of the Board of Directors
For Narendra Investments (Delhi) Limited

Chintan Doshi
Company Secretary & Compliance Officer
(ACS 36190)

Place: Thane,
Date: 8th September, 2020

Registered Office:
1, Matru Chhaya,
M Karve Road, Opp Dr. Bedekar Hospital,
Naupada, Thane (West) - 400602
Maharashtra
Tel. No.:022-25390009
Website: www.narendrainvestment.com
Email: narendrainvestmentdelhi@gmail.com
CIN: L65993MH1977PLC258134

BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT 43RD ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Laxmikant Kabra (Non-Executive Director)
Director Identification Number (DIN)	00061346
Date of Birth (DD/MM/YYYY)	09/03/1969
Age (in Years)	51
Nationality	Indian
Percentage of shareholding of company	0.52
Qualification	Commerce Graduate and a Member of the Institute of Chartered Accountants of India (ICAI)
Brief Profile and Expertise in Specific Functional Area	Mr. Laxmikant Kabra aged 51 years is Non-Executive Director of the Company, is a Chartered Accountant by profession. He has been associated with the Company as Promoter Director. He has immense knowledge in field of taxation, Audit, Equity and Private Equity, business management, Etc. He has handled multiple assignments of fund raising through IPO/ FPO, Business restructuring and transformation, Competition Analysis, Market study and Financial Analysis. He has varied experience in all areas of Direct Tax, Audit, Investigation, Due Diligence.
Number of Equity Shares held in the Company	20,000
Number of Board Meetings attended during the Financial Year 2019-20	4
List of other Directorships held in Public Limited Companies	AMARNATH SECURITIES LIMITED