



NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the Members of Touchwood Entertainment Limited will be held on Tuesday, the 30th July, 2019 at 15:15 at Le Meridian Hotel Windsor Place, New Delhi-110001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mrs. Jaswinder Kaur (holding DIN: 07931247) as a director, who retires by rotation and being eligible offers herself for re-appointment.
3. To declare final dividend of Rs. 2 per share to be paid for the financial year 2018-19 as recommended by the Board of Directors.

SPECIAL BUSINESS:

4. To consider and approve increase in Authorised Share Capital, and if thought fit, to pass with or without modification(s), the following resolution(s) as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, the consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided in to 2,00,00,000 (Two Crores only) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner that, the existing **Clause V** of the Memorandum of Association be deleted and the same be substituted with the following new clause as **Clause V**:

“V- The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorize to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to sign and file the required form/documents with registrar of Companies in this regard.”



5. To consider and approve increase in overall limit of Managerial Remuneration and if thought fit, to pass with or without modification(s), the following resolution(s) as Special Resolution:

RESOLVED THAT pursuant to the section 197 read with Schedule V of the Companies Act, 2013 (The Act), Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and in supersession of all the earlier resolution (including ordinary resolution and/or Special resolution if any) the consent of the members of the Company be and is hereby accorded to increase the overall limit of yearly remuneration payable as per effective capital of the Company to the managerial persons including the directors of the Company from existing Rs. 8400000(Rupees Eighty Four Lakhs) to 16800000 (Rupees One Crore Sixty Eight Lakhs only).

“RESOLVED FURTHER THAT this resolution shall become effective from 1st April, 2019 and could remain in existence not exceeding a period of three years from the date of passing of this resolution.”

6. To consider and approve increment in remuneration to Mr. Manjit Singh (DIN: 00996149), Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Manjit Singh (DIN: 00996149), Managing Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

7. To consider and approve increment in remuneration to Mr. Vijay Arora (DIN: 00996193), Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Vijay Arora (DIN: 00996193), Whole Time Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

8. To consider and approve increment in remuneration to Mrs. Jaswinder Kaur (DIN: 07931247), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:



“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mrs. Jaswinder Kaur (DIN: 07931247), Executive Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

9. To consider and approve increment in remuneration to Mrs. Priyanka Arora (DIN: 07931265), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mrs. Priyanka Arora (DIN: 07931265), Executive Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

10. Any other matter, if any by permission of chairman.

By Order of the Board of Directors
For **Touchwood Entertainment Limited**

Delhi, July 1, 2019

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi
South West Delhi, 110023-DL

Sd/-
Sonia Madnani
Company Secretary
M. No: 44110

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights



may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

1. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
2. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.touchwood.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@touchwood.in.
3. Corporate members intending to send their authorized representative(s) to attend the meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board resolution together with specimen signatures of the authorized representative(s) to attend and vote on their behalf at the meeting.
4. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from **24th Day of July 2019 to 30th Day of July, 2019 (both days inclusive)**.
6. The Company has fixed **Friday, July 19, 2019** as the 'Record date' for the purpose of determining the member's eligibility for final dividend, if declared at the Meeting.
7. Pursuant to the requirement of the SEBI (Listing Regulations and Disclosure Requirements), 2015 the Company declares that its equity shares are listed on the Stock Exchange at NSE-SME Platform.
8. Members are enable to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company will provide a Ballot Form in Annual General Meeting. Instructions for Ballot Form are given at the back of the said form. Resolution(s) passed by Members through Ballot Forms is deemed to have been passed as if they have been passed at the AGM.
9. Any member requiring further information on the Annual Report at the meeting is requested to send the queries in writing to the Company Secretary by 20th July, 2019 at cs@touchwood.in.
10. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.



11. The Company has fixed **Friday, July 19, 2019**, as the cutoff date/entitlement date for identifying the Shareholders for determining the eligibility to vote in the Meeting.
12. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
13. The Members who have cast their vote by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. **Mr. Advitiya Vyas, Company Secretary in Practice (COP No.:16257)** has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting.
15. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter IX as per SEBI (ICDR) Regulations, 2018 are exempted from e-voting provisions. Also, no such provision is available in case of SME Equity Listing Agreement. Your Company is covered under Chapter IX as it is a SME Company and listed on SME platform of NSE Limited. Therefore Company is not providing e-voting facility to its shareholders.
16. To support the '*Green Initiative*', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.

By Order of the Board of Directors
For Touchwood Entertainment Limited

Delhi, July 1, 2019

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi
South West Delhi, 110023-DL

Sonia Madnani
Company Secretary
M. No.: 44110



EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No.4

The present Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crores) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- each.

Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company is from present Authorised Capital of the Company i.e. Rs. 10,00,00,000/- (Rupees Ten crores) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000 (Rupees Twenty crores) divided into 20, 00,000 Twenty lakhs new equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Shares.

The proposed increase in Authorised Share Capital requires the approval of members in General Meeting, Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital. The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of Special Resolution.

A draft copy of the duly altered Memorandum of Association of the Company is available for inspection to the members of the Company at the Registered Office of the Company during office hours on all working day except Saturdays and Sunday between 11: am and 1:00 pm upto the date of Annual general Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Nomination and Remuneration Committee (for brevity 'The Committee') of the Board of the Company has evaluated the performance made and the responsibilities carried out and discharged by the Managing Director, whole Time Director and other Executive Directors of the Company during the preceding financial year under review and the Committee believe that remuneration of the directors other than independent directors should be increased.

The calculation of the remuneration payable by the Company to its Managerial Persons including the directors of the company as per the manner laid down under the section 197 and 198 of the Companies Act, 2013 is less than the amount recommended by the Committee and therefore the provisions of the Schedule V section II (A) of the Companies Act, 2013 shall be applicable which specify the overall maximum limit of the managerial remuneration could be paid by the Company in a year in case of inadequate profits of the Company.

Interest of directors: Mr. Manjit Singh, Mr. Vijay Arora, Mrs. Priyanka Arora and Mrs. Jaswinder Kaur

Item No. 6

Mr. Manjit Singh (DIN: 00996149) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. August 10, 2017. The members of the Company at their Extra-ordinary general meeting held on August 12, 2017 had approved the payment of remuneration to Mr. Manjit Singh upto the period ended on August 9, 2022.

The Board at its meeting held on July 1, 2019 has approved the increment in the payment of remuneration for the further period from April 1, 2019 to August 9, 2022, for which approval of the members is required. The remuneration proposed to be paid to Mr. Manjit Singh (DIN: 00996149) has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act with the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

Brief profile of Mr. Manjit Singh is annexed to the notice.



Keeping in view, the vast experience of Mr. Manjit Singh, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to August 9, 2022 as Rs. 48,00,000/- p.a. (Rupees Forty Eight Lakhs Only) with annual increment as decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time subject to the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Except Mr. Manjit Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. Vijay Arora (DIN: 00996193), was appointed as the Whole Time Director of the Company for a term of five (5) years w.e.f. August 10, 2017. The members of the Company at their Extra-ordinary general meeting held on August 12, 2017 had approved the payment of remuneration to Mr. Vijay Arora upto the period ended on August 9, 2022.

The Board at its meeting held on July 1, 2019 has approved the increment in the payment of remuneration for the period from April 1, 2019 to August 9, 2022, for which approval of the members is required. The remuneration proposed to be paid to Mr. Vijay Arora (DIN: 00996193) has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act with the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

Brief profile of Mr. Vijay Arora is annexed to the notice.

Keeping in view, the vast experience of Mr. Vijay Arora, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to August 9, 2022 as Rs. 48,00,000/- p.a. (Rupees Forty Eight Lakhs Only) with annual increment as decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time subject to the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Except Mr. Vijay Arora, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8

Mrs. Jaswinder Kaur (DIN: 07931247), was appointed as the Executive Director of the Company as Additional Director of the Company in its Meeting held on 6th September, 2017 and regularize on the Annual General Meeting held on 20th September, 2017. In terms of Section 152 of the Companies Act, 2013, she shall be eligible to retire by rotation.

The Board at its meeting held on July 1, 2019 has approved the increment in the payment of remuneration for the period from April 1, 2019 to August 9, 2022, for which approval of the members is required. The remuneration proposed to be paid to Mrs. Jaswinder Kaur has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act with the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

Brief profile of Mrs. Jaswinder Kaur is annexed to the notice.



Keeping in view, the vast experience of Mrs. Jaswinder Kaur, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to August 9, 2022 as Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs Only) with annual increment as decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time subject to the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Except Mrs. Jaswinder Kaur, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9

Mrs. Priyanka Arora (DIN: 07931265), was appointed as the Executive Director of the Company as Additional Director of the Company in its Meeting held on 6th September, 2017 and regularize on the Annual General Meeting held on 20th September, 2017. In terms of Section 152 of the Companies Act, 2013, she shall be eligible to retire by rotation.

The Board at its meeting held on July 1, 2019 has approved the increment in the payment of remuneration for the period from April 1, 2019 to August 9, 2022, for which approval of the members is required. The remuneration proposed to be paid to Mrs. Priyanka Arora, has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act with the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

Brief profile of Mrs. Priyanka Arora is annexed to the notice.

Keeping in view, the vast experience of Mrs. Priyanka Arora, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2019 to August 9, 2022 as Rs. 36,00,000/-p.a. (Rupees Eighteen Lakhs Only) with annual increment as decided by Board of directors. The annual increment will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time subject to the maximum limit of Rs. 1.68 Crores (One Crores Sixty Eight Lakhs).

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

Except Mrs. Priyanka Arora, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.



ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 6, 7, 8 & 9
(Pursuant to the Provisions of Schedule V of the Companies Act, 2013)

The following information pertaining to Mr. Manjit Singh, Mr. Vijay Arora Mrs. Jaswinder Kaur and Mrs. Priyanka Arora are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

I. General Information:

- 1. Nature of Industry:** The Company is leading in Event Management business including Weddings, Exhibitions, Political Activations, Sport Events and other kind of events.
- 2. Date or expected date of commencement of commercial production:** August, 1997
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators:**

| Particulars | Current Year | Previous Year |
|---------------------------------------|-----------------|-----------------|
| Revenue from Operations | 32,27,76,272.86 | 18,10,72,274.73 |
| Other Income | 47,62,529.21 | 5,73,029.30 |
| Less: Finance Cost | 7,32,038.51 | 12,04,747.31 |
| Less: Depreciation & Amortization | 62,90,265.00 | 4,492,684.18 |
| Less: Other Expenses | 27,80,00,695.54 | 1,50,641,521.29 |
| Profit Before Tax & Exceptional Items | 4,25,15,805.02 | 2,53,06,351.25 |
| Exceptional Items | -11,90,276.74 | 43,82,570.06 |
| Profit Before Tax | 4,37,06,081.76 | 2,09,23,781.19 |
| Current Tax | 1,32,93,903.00 | 68,54,705.00 |
| Past Period | 4,23,941.00 | 2,51,177.00 |
| Deferred Tax | -10,08,616.04 | -12,71,099.02 |
| Profit After Tax | 3,09,96,853.80 | 1,50,88,998.21 |

- 5. Foreign Investments and Collaborations:** The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information About The Appointees:

| Particulars | Jaswinder Kaur | Manjit Singh | Vijay Arora | Priyanka Arora |
|---|---|---|---|--|
| Background Details | Annexed | Annexed | Annexed | Annexed |
| Past Remuneration | Annexed | Annexed | Annexed | Annexed |
| Recognitions or Awards | Annexed | Annexed | Annexed | Annexed |
| Job Profile and suitability | Annexed | Annexed | Annexed | Annexed |
| Remuneration proposed | 36,00,000 p.a. | 48,00,000 p.a. | 48,00,000 p.a. | 36,00,000 p.a. |
| Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Jaswinder Kaur and the remuneration | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Manjit Singh and the remuneration proposed to be paid is | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vijay Arora and the remuneration | Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Priyanka Arora and |



| | | | | |
|--|---|--|---|---|
| | proposed to be paid is commensurate with the remuneration packages paid to her similar counterparts in other companies. | commensurate with the remuneration packages paid to his similar counterparts in other companies. | proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies. | the remuneration proposed to be paid is commensurate with the remuneration packages paid to her similar counterparts in other companies |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Annexed | Annexed | Annexed | Annexed |

III. Other Information:

- Reasons for loss or inadequate profits:** The business of the Company is seasonal Basis which occurs to be the main reason for inadequate profits to pay the remuneration as per the manner laid down under the section 197. Therefore the provisions of the Schedule V section II (A) of the Companies Act, 2013 shall be applicable which specify the overall maximum limit of the managerial remuneration could be paid by the Company in a year in case of inadequate profits of the Company.
- Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is in process of developing some IPs which will help in overcoming with the inconsistency of the Event industry.
- Expected increase in productivity and profit in measurable terms:** The management continues to be optimistic towards the external economic environment and expects clients demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute increased revenues and higher margins

IV. Disclosures:

The Disclosure of Corporate Governance Report is not applicable on the Company as per Regulation 15 (2) (b) of the SEBI (Listing Obligations and Disclosure Requirements).



DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CHANGE IN REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings ("SS-2") issued by Institute of Company Secretaries of India)

| | | | | |
|---|---|--|--|---|
| Name of Directors | Jaswinder Kaur DIN:07931247 | Manjit Singh DIN:00996149 | Vijay Arora DIN: 00996193 | Priyanka Arora DIN: 07931265 |
| Date of Birth | 09.09.1978 | 02.09.1971 | 13.02.1975 | 23.05.1977 |
| Date of appointment | She is a promoter and Director of the Company and has been appointed as Executive Director of the company w.e.f. 06.09.2017 | He is a promoter and Director of the Company and has been appointed as Chairman & Managing Director of the company w.e.f. 10.08.2017 | He is a promoter and Director of the Company and has been appointed as Whole Time Director of the company w.e.f. 10.08.2017 | She is a promoter and Director of the Company and has been appointed as Executive Director of the company w.e.f. 06.09.2017 |
| Expertise in Specific Functional areas/ Job Profile | Mrs. Jaswinder Kaur has designated as a creative head of the Company from past 9 years and supervises all the creative aspects in events and exhibitions held by the Company. | Having experience over 24 Years in political strategy, social agency, ace photography, campaigning and a Brand making. He is the thinker with a holistically new vision, driving the socio-political campaigns at local and regional levels through the experiential marketing techniques, and use of advanced digital methodologies. | He heads the business verticals that engage in BTL Activations, Corporate Events, Artist Management, Large scale weddings, Public sector events. Carrying over 21 Years of wealth of experience in managing large format, people & process oriented deliveries, he has effectively led his company to the next level. | Mrs. Priyanka Arora is graduated from commerce degree and designated as a creative head of the Company in wedding section of management from past 10 years |
| Qualification/Awards/ Recognitions | MCA | M.B.A. | B.Com. | B.Com. |
| No. of Equity Share held in the Company as on 31st March, 2019 | 112971 | 1342920 | 1265388 | 100714 |
| Disclosure of relationships between directors inter-se | She is wife of Mr. Manjit Singh, Managing Director of the Company. | He is husband of Mrs. Jaswinder Kaur, Director of the Company. | He is husband of Mrs. Priyanka Arora, Director of the Company. | She is wife of Mr. Vijay Arora, Whole Time Director of the Company. |
| Terms & Condition of Appointment / Change in Designation along with remuneration sought to be paid | The Board has appointed Mrs. Jaswinder Kaur as Additional Director of the Company in its Meeting held on 6 th September, 2017 and regularize on the Annual General Meeting held on 20 th September, 2017. In terms of Section 152 of the Companies Act, 2013, she shall be eligible to retire by rotation. The remuneration of Mrs. Jaswinder Kaur is within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013. | Members have appointed Mr. Manjit Singh as Chairman & Managing Director of the Company in its Extra-Ordinary General Meeting held on 12 th August, 2017 for a period of 5 years till 9 th August, 2022. In terms of Section 152 of the Companies Act, 2013, he shall be eligible to retire by rotation. The remuneration of Mr. Manjit Singh is within overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013 | Members have appointed Mr. Vijay Arora as Whole Time Director of the Company in its Extra-Ordinary General Meeting held on 12 th August, 2017 for a period of 5 years till 9 th August, 2022. In terms of Section 152 of the Companies Act, 2013, he shall be eligible to retire by rotation. The remuneration of Mr. Manjit Singh is within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013 | The Board has appointed Mrs. Priyanka Arora as Additional Director of the Company in its Meeting held on 6 th September, 2017 and regularize on the Annual General Meeting held on 20 th September, 2017. In terms of Section 152 of the Companies Act, 2013, she shall be eligible to retire by rotation. The remuneration of Mrs. Priyanka Arora is within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013. |
| Remuneration Last Drawn by such person, if any | Rs.9,90,000/- p.a. | Rs.19,80,000/- p.a. | Rs. 13,20,000/- p.a. | Rs.6,60,000/- p.a. |
| No. of Meeting of the Board attended during the year | 10 | 10 | 10 | 10 |



| | | | | |
|---|-----|-----|-----|-----|
| List of outside Directorship held in Public Company | Nil | Nil | Nil | Nil |
| Chairman/Member of the Committee of the Board of Directors of other Companies | Nil | Nil | Nil | Nil |



ATTENDANCE SLIP

22nd Annual General Meeting on 30th July, 2019

| | |
|--------------------------------------|--|
| Name of the Member attending meeting | |
| Reg. Folio/DP & Client No. | |
| No. of Shares Held | |

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company at Le Meridian Hotel Windsor Place, New Delhi, Delhi 110001 on Tuesday, the 30th July, 2019 at 15:15.

Members' Name _____ Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



Form No. MGT-11
Proxy form

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

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No /Client ID | |
| DP ID | |

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on Tuesday, 30th July, 2019 at 15:15 at Le Meridian Hotel Windsor Place, New Delhi, Delhi 110001 or at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars | Vote | |
|--------------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. | | |
| 2. | To re-appoint a Director, Mrs. Jaswinder Kaur (holding DIN: 07931247), who retires by rotation and being eligible offers herself for re-appointment. | | |
| 3. | To declare final dividend of Rs. 2 per share to be paid for the financial year 2018-19 as recommended by the Board of Directors | | |
| Special Business | | | |
| 4. | To consider and approve increase in Authorised Share Capital of the Company from Rs.10 Crores to Rs.20 crores | | |
| 5. | To consider and approve increase in overall limit of Managerial Remuneration from Rs. 84 Lakhs to Rs. 1.68 Crores | | |
| 6. | To approve increment of remuneration to Mr. Manjit Singh (DIN: 00996149), Managing Director | | |
| 7. | To approve increment of remuneration to Mr. Vijay Arora (DIN: 00996193), Whole Time Director | | |
| 8. | To approve increment of remuneration to Mrs. Jaswinder Kaur (DIN: 07931247), Executive Director | | |
| 9. | To approve increment of remuneration to Mrs. Priyanka Arora (DIN: 07931265), Executive Director | | |

Signed this ____ day of ____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp of Rs. 1/-

Signature of the shareholder across Revenue Stamp.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. All alteration made in proxy form must be initialed.



ANNEXURE TO THE NOTICE

ROUTE MAP FOR VENUE OF 22nd ANNUAL GENERAL MEETING

Prominent Landmark- Opposite of Hotel Shangri-la's Eros

AT "Le Meridien Hotel Windsor Place, New Delhi-110001"

