

To,  
BSE Limited  
P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Date: 18.08.2017


**Sub: Intimation of Annual General Meeting:**  
**Scrip Code: 540268:**

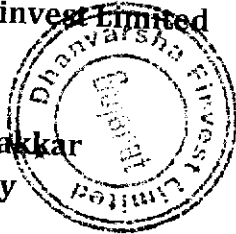
Dear Sir,

Please note pursuant to provisions of Section 96 of Companies Act 2013, Annual General Meeting of the Company for FY 2016 17 will be held on 28<sup>th</sup> August 2017 at the registered office of the Company at 10.00 am.

You are requested to take note of the same. Notice of Annual General Meeting attached herewith for necessary reference.

For Dhanvarsha Finvest Limited

  
Dhairyakumar Thakkar  
Company Secretary



## **NOTICE**

**Notice** is hereby given that 23<sup>rd</sup> Annual General Meeting of members of Dhanvarsha Finvest Limited will be held on Monday, 28<sup>th</sup> August 2017 at 10:00 a.m. at the Registered Office of the Company situated at B Wing 813/2, Mondeal Square, Opp. Karnavati Club, Satellite, Ahmedabad – 380015 to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **01. Adoption of Audited Financial Statements:**

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2017, including Audited Balance Sheet as at 31<sup>st</sup> March 2017 and the statement of Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.

#### **02. Appointment of Statutory Auditors:**

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Haribhakti & Co. LLP, Chartered Accountant, Mumbai (FRN. 103523W) and in respect of whom the Company has received a notice under Section 140(4) of the Act, proposing their appointment in place of the retiring auditors M/s D. Shah & Associates, Chartered Accountants, be and is hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting of the Company for the Financial Year 2016-17 to the conclusion of Annual General Meeting of the Company for the Financial Year 2020-21 (subject to the ratification by the members at every annual general meeting held hereafter) and at such remuneration as shall be fixed by the Board of Directors, exclusive of travelling and other out of pocket expenses.”

“RESOLVED FURTHER THAT Mr. Malay Bhow, Director of the Company be and is hereby authorized to do all actions as may be required to give effect to the aforesaid resolution.”

#### **03. Re-appointment of Directors retiring by Rotation:**

There is no Director on the Board of Company whose term is liable to determination by retirement by rotation.

## Special Business

### **04. Appointment of Mr. Karan Neale Desai as Director of the Company:**

**To Consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Karan Neale Desai holding (DIN: 05285546), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act 2013 and provisions of Articles of Association of the Company and other provisions if applicable of the Act and who holds the office till commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.’

### **05. Increase in Authorized Share Capital of the Company:**

**To Consider and if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provision of Section 61 (1)(a) and all other applicable provisions, if any, of the companies Act, 2013 (subject to modifications, amendments or re-enactment thereof) the Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees ten crores only) divided into 1,00,00,000 (One crore only) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 13,50,00,000/- (Rupees thirteen crores fifty lakhs only) divided into 1,35,00,000 (One crore thirty five lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being with the powers to increase or reduce its capital and to divide the shares into the capital for the time being into other classes thereto respectively such preferential, deferred, qualified or other special rights privileged conditions, or restriction, as may be determined in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as may for the time being permitted by the Articles of the company or the legislative provisions for the time being in force in that behalf.

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the existing Clause V of the Memorandum of Association of the Company by substituting in its place and instead, the following as new Clause V:

- V. “The Authorized Share Capital of the Company is Rs. 13,50,00,000/- (Rupees thirteen crore fifty lakhs only) divided into 1,35,00,000 (one crore thirty five lakhs only) Equity shares of Rs. 10/- (Rupees ten only) each.”

**06. To alter Clause 5(a) of Articles of Association of the Company:**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 14 of Companies Act 2013 read with provisions of section 61 of the Companies Act 2013 such other provisions as may be applicable and subject to such notification, amendments, re-enactment thereof, and subject to such other approvals, permissions of Registrar of Companies Gujarat and other applicable laws, regulations, provisions of Memorandum of Association and Articles of Association, the consent of the members is herewith accorded to alter clause 5 (a) of Articles of Association to increase Authorized Share Capital from Rs. 10,00,00,000 (Rupees ten crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each to Rs. 13,50,00,000/- (Rupees thirteen crores fifty lakhs only) divided into 1,35,00,000 Equity Shares of Rs. 10/- each and that now the existing clause 5 (a) shall read as under:

The Authorized Share Capital of the Company is Rs. 13,50,00,000/- (Rupees thirteen crores fifty lakhs only) divided into 1,35,00,000 (one crore thirty five lakhs only) Equity shares of Rs. 10/- (Rupees ten only) with power to increase or reduce the share capital of the Company and to divide the share capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner. “

**07. Preferential Issue of 57,42,200 Equity Shares of Rs. 10/-:**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made there under, the applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “Takeover Regulations”) and The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 (the “LODR Regulations) as may be amended from time to time and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis, 57,42,200 equity shares of face value of Rs. 10/- each (the “Equity Shares”), at a price of Rs. 21/- (Rupees twenty one only) each, which has been arrived at in accordance with the Chapter VII of

SEBI (ICDR) Regulations, aggregating up to 12,05,86,200/- (Rupees twelve crores five lakhs eighty six thousand two hundred only), including premium to M/s Truvalue Agro Ventures Private Limited (the "Investor"), at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the issue price for the issue of Equity Shares is July 29, 2017, which is 30 days prior to the date of this Annual General Meeting i.e. 28<sup>th</sup> August, 2017."

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

“RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**08. Reclassification of Promoters under Regulation 31(A) of SEBI (LODR) Regulations 2015:**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of members for Preferential and allotment of 57,42,200 Equity Shares of Rs. 10/- each to M/s Truvalue Agro Ventures Private Limited as mentioned above at Resolution No. 7 and subject to approval of the Recognized Stock Exchange where the securities of the Company are listed, consent of the members of the Company be and is hereby accorded to include and classify the name of M/s Truvalue Agroventures Private Limited, as sole Promoter of the Company and that the names of Mr. Malay Rohitkumar and Ms. Aarti Jagdish kumar Thakkar, the persons constituting the promoter group holding 4.51% of the paid up capital of the company be removed from the list of promoters/ promoter group in the shareholding pattern being filed by the Company and the same shall be communicated to the Bombay Stock Exchange Limited (BSE) for their approval.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary applications before the BSE Limited and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1<sup>st</sup> Joint holder will be permitted to vote.
4. The Register of Members of the company will remain closed from August 24, 2017 to August 28, 2017 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2016-17.

5. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice.
6. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
7. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on death of the all the joint holders. If the shares are held in Dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
8. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the investors. Members are therefore requested to convert their Physical Shareholding in Demat Form in case they wish to trade their Equity Shares.
9. Members seeking any information or clarification on the accounts are requested to send written queries to the Company; at least 10 days before the meeting to enable the management keep the required information available at meeting.
10. Annual Report for the financial year 2016-17 of the company has been uploaded on website of the Company [www.dhanvarshafinvest.com](http://www.dhanvarshafinvest.com).
11. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours up to the date of and during the Annual general Meeting.
12. Electronic copy of the Notice along with Annual Report including remote E Voting instructions, Attendance Slips, Proxy Form is being sent to all the members whose emails id are registered with the Company / Depository Participants for communication purpose. For members who have not registered their email ids, physical copy of notice along with Annual Report including Remote E Voting instructions, Attendance Slips, Proxy Form is sent by permitted mode of dispatch.
13. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.
14. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to M/s Accurate Securities and Registry Pvt. Ltd.
15. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Friday, 18<sup>th</sup> August 2017.
16. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time and time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the remote e voting facility through Central Depository Services Limited (CDSL) to its

members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in Annual General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 20.

17. Shri Viral Ranpura, Practicing Company Secretary, Ahmedabad (Mem. No. 28496) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the Annual General Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
19. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.dhanvarshafinvest.com](http://www.dhanvarshafinvest.com) and on the website of CDSL.
20. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
21. Voting process and other instructions regarding Remote E Voting:

### **Section A: Voting Process**

The members should follow the following steps to cast their votes electronically:

- Step 1: Open your web browser during the voting period and log on to the e-voting Website: [www.evotingindia.com](http://www.evotingindia.com)
- Step 2: Click on "Shareholders" to cast your vote(s).
- Step 3: Please enter User ID –
  - a) For account holders in CDSL: Your 16 digits beneficiary ID.
  - b) For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID.
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4: Enter the Image Verification as displayed and Click on "Login".



Step 5: If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting for any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.

Step 6: Follow the steps given below if you are a first time user either holding shares in Demat or Physical form:

6.1 (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form)

**Members holding shares in physical form** and who have not updated their PAN or have incorrect PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. If the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of your name in CAPITAL letters.

E.g. If your name is SATISH SHAH with sequence number 3 then enter SA00000003 in the PAN field.

6.1 (b) Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format.

6.1 (c) Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio. #

# please enter either the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in Step 3.

6.2 After entering these details appropriately, click on “SUBMIT” tab.

6.3 **For Demat holding:**

Members holding shares in demat form will now reach “Password Creation” menu wherein they are required to create their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

**For Physical holding:**

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 7: Click on the EVSN 170803012 of the Company to vote.

Step 8: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired for casting your vote.

- Step 9: Click on Resolution File link if you wish to view the Notice.
- Step 10: After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Step 11: Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take print-out of the voting done by you by clicking on "Click here to print" option on the Voting page.

## **Section B: Other instructions regarding Remote e-voting**

- i) The Remote e-voting period shall commence Wednesday, 23<sup>rd</sup> August 2017 at 09.00 am and shall end on Sunday 27<sup>th</sup> August 2017 at 05.00 pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 18<sup>th</sup> August 2017, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
- ii) Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user.
  - Institutional Shareholders and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which user wishes to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- iii. Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same
  - Copy of the Board Resolution (where institution itself is voting).
  - Power of Attorney issued in favour of the Custodian (if PoA is not uploaded earlier) as well as Board Resolution of custodian.
- iv. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- v. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- vi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Date: 07<sup>th</sup> August 2017**  
**Place: Ahmedabad**

**For Dhanvarsha Finvest Limited**

**Malay Rohitkumar Bhow**  
**Chairman and Whole Time Director**  
**DIN: 02770605**

## **Explanatory Statement pursuant to Section 102 of Companies Act 2013:**

### **Item No. 4:**

Mr. Karan Neale Desai was appointed as Additional on the Board of Company w. e. f. 03<sup>rd</sup> June 2017 as Additional Director under the category of Professional Non Executive Director. As per the provisions of Section 161 of the Companies Act 2013 read with provisions of Articles of Association, he holds the office of Director till the commencement of ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of Companies Act 2013 along with requisite deposit from a shareholder proposing candidature of Mr. Karan Neale Desai. Details required to provided to shareholders under Regulation 36(3) of SEBI (LODR) Regulations 2015 is as under:

Name of Director	Karan Desai
Fathers Name	Neale Desai
Date of Birth	30.09.1983
DIN	05285546
PAN	AGFPD6601B
Education Qualification	Master in International Business and Management.
Experience	More than five years of Experience in various Industries.
Other Directorship / Partnership in other Entities	1. Interface Projects LLP 2. Kilimanjaro Ventures LLP 3. First Finance Advisory Private Limited
Nature of Expertise in functional area	Business Management.
Disclosure of relationship between Directors <i>inter se</i> .	Not Applicable
Names of Listed entities in which the person holds the Directorship and the membership of Committees of the Board.	Not Applicable
Shareholding of Non Executive Directors:	1) First Finance Advisory Private Limited – 5000 Shares. 2) Interface Projects LLP – 90% of Capital 3) Kilimanjaro Ventures LLP – 33.33% of Capital.

The Board recommends Resolution No. 4 of the Notice, in relation to appointment of Mr. Karan Neale Desai, as Director, for your approval as an Ordinary Resolution.

Mr. Karan Desai is deemed to be interested in the resolution. None of the other Directors of the Company or their relatives is in any way concerned or interested in the resolution.

### **Item No. 5 and Item No. 6:**

The Company is Non Banking Finance Company and is capital intensive industry. Company is in need of funds to expand the existing business operations of the Company of advancing loans to small and medium enterprises. For the purpose of raising fund, Company is required to issue equity shares on preferential basis.

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each. The present Authorized share capital of the Company is less than required amount of paid up share capital. Hence the Board of Directors propose to increase the Authorized Share Capital of the Company upto Rs. 13,50,00,000/- (Rupees thirteen crores fifty lakhs only) divided into 1,35,00,000 Equity Shares of Rs. 10/- each.

Increase in Authorized Share Capital requires alteration in Clause V of Memorandum of Association of the Company and also simultaneous alteration in Clause 5(a) of Articles of Association of the Company. Such alteration of Memorandum and Articles of Association requires prior consent of Members of the Company with requisite majority.

The Board recommends Resolution No. 5 and Resolution No. 6 of the Notice, in relation to alteration of Memorandum of Association and Articles of Association, for your approval as Special Resolution.

**Item No. 7:**

**Explanatory Statement pursuant to Section 102 of Companies Act 2013:**

**Item No. 7:**

The Company proposes to make a preferential allotment of Equity Shares to M/s Truvalue Agro Ventures Private Limited for 57,42,200 Equity Shares of Rs. 10/- each at Rs. 21/- per share including premium of Rs. 11/- per share aggregating to Rs. 12,05,86,200/- to expand the existing business operations of the Company.

Pursuant to provisions of Rule 13(2)(a) and (b) of Companies (Share Capital and Debenture) Rules 2014 read with Regulation 72(1)(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009, Company is required to obtain consent of the shareholders by passing a Special Resolution in the duly convened General Meeting.

Pursuant to Provisions of Regulation 73 of The SEBI (ICDR) Regulations 2009 and Rule 13(2)(d) of The Companies (Share Capital and Debenture) Rules 2014, disclosures are made hereunder for the information of shareholders.

Disclosure under Regulation 73 of The SEBI (ICDR) Regulations 2009 and Rule 13(2)(d) of The Companies (Share Capital and Debenture) Rules 2014, disclosures are made hereunder for the information of shareholders.

**I. Objects of the Preferential Issue:**

The object of the issue is to finance the short term and long term working capital requirement of the business on one hand and to support the future growth plans of the Company and for general corporate purposes, on the other.

**II. Number of Shares to be issued.**

57,42,200 (Fifty seven lakhs fourty two thousand two hundred only) Equity Shares of Rs. 10/- each at the price of Rs. 21/- each (including premium of Rs.11 per Equity Share).

### **III. Terms of the issue of Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

### **IV. Relevant Date**

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is July 29, 2017 ("**Relevant Date**") (i.e. 30 days prior to the date of proposed Annual General Meeting which is August 28, 2017 to approve the proposed preferential issue).

### **V. Pricing of Preferential Issue:**

The price of equity shares to be issued is fixed at Rs. 21/- per equity share of Rs. 10/- each in accordance with the price determined in terms of Regulation 76A of the ICDR Regulations. Valuation Report in that regard has been obtained from V. D. Shukla & Co, Chartered Accountant, Ahmedabad having experience of more than 10 years as prescribed under provisions of Companies Act 2013 and as per that report fair value of Equity Share of the Company is Rs.18.460. The price at which shares are proposed to be issued and allotted can not be less than the price determined on the basis of valuation report.

### **VI. Basis on which the price has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited since January 2017 and are infrequently traded as defined under Regulation 71A of SEBI (ICDR) Regulations 2009. Hence the price has been determined as per provisions of Regulation 76A of SEBI (ICDR) Regulations 2009 considering weighted average of value of Equity Shares derived by following three methods:

- 1) Net Assets Value at Market Price
- 2) Market Price
- 3) Profit Earning Capacity Value

Valuation of Equity Shares as per weighted average of Value of Equity Shares as per above three methods is calculated at Rs. 18.460/- per share.

### **VII. The class or classes of persons to whom the allotment is proposed to be made**

The shares shall be issued and allotted to the investors as indicated in Para (ix) below.

### **VIII. Proposal of Promoters / Directors / Key Management personnel to to subscribe to the offer:**

None of the existing Directors, Promoters or key management personnel of the Company have shown their intention to subscribe to proposed Preferential Issue of shares. Truvalue Agro Ventures Private Limited which is currently a non promoter will subscribe 57,42,200 Equity Shares of the Company. However, after the proposed preferential issued, if approved by the shareholders in General Meeting, the proposed allottee shall become the Promoter of the Company for which they intend to make Public Announcement under SEBI (SAST) Regulations 2011.

**IX. The Name of the proposed Allottees, the identities of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr. No.	Details of the proposed allottee	Category of Allottee	Pre Issue Holding in %	Number of Equity Shares proposed to be issued	Post issue Holding in %	Beneficial Ownership
1	Truvalue Agro Ventures Private Limited PAN: AAFCT1891G Having its registered office at 1 <sup>st</sup> Floor, Wilson House, old nagar das Road, Andheri, East, Mumbai 400069.	Private Limited - Non Government Company.	NIL	57,42,200	42.53%	Shareholders 1) Nimir Kishore Mehta holding 24,25,000 Equity Shares of Rs. 10/- each representing 99.79% of paid up share capital. PAN: AIGPM0519G.  2) Minaxi Kishore Mehta holding 5000 Equity Shares of Rs. 10/- each representing 0.21% of paid up share capital. PAN: AAJPM2912L.

**X. Pre Issue and Post Issue Shareholding pattern:**

Sr. No	Category	Pre Issue*		Post Issue@	
		No of shares held	% of Holding	No of shares held	% of Holding
<b>A.</b>	<b>Promoters' Holding</b>				
1.	<b>Indian :</b>				
	Individual#	350,000	4.51	-	-
	Bodies Corporate	-	-	57,42,200	42.53
	Sub Total	350,000	4.51	57,42,200	42.53
2.	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>350,000</b>	<b>4.51</b>	<b>57,42,200</b>	<b>42.53</b>
<b>B.</b>	<b>Non Promoter's Holding</b>				
1.	Institutional Investors	-	-	-	-
2.	Non - Institutions	-	-	-	-
	Private Corporate Bodies	407965	5.26	4,07,965	3.02
	Directors and Relatives	-	-	-	-
	Indian Public	6597965	85.05	69,47,965	51.47
	Others (including NRIs)	401870	5.18	4,01,870	2.98
	<b>Sub Total (B)</b>	<b>7407800</b>	<b>95.49</b>	<b>77,57,800</b>	<b>57.47</b>
	<b>Grand Total</b>	<b>77,57,800</b>	<b>100.00</b>	<b>1,35,00,000</b>	<b>100.00</b>

**\* As on 30<sup>th</sup> June 2017.**

**# Existing promoter of the Company will, subject to necessary approvals and compliances under applicable law, will become a non-promoter and has been added in "Indian public" in post issue shareholding.**

@ This merely assumes the preferential allotment. The post shareholding structure may change depending upon any other corporate action in between and full allotment of 57,42,200 Equity Shares.

**XI. Proposed Time within which allotment shall be completed**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**XII. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the Year, Company has not made any Preferential Issue of shares.

**XIII. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

On allotment of 57,42,200 Equity Shares of Rs. 10/- at Rs. 21/- under Preferential issue, M/s Truvalue Agro Ventures Private Limited shall acquire the control of the Company pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations 2011. Due to the proposed preferential allotment, M/s Truvalue Agro Ventures Private Limited is required and intends to make an open offer under regulation 3& 4 of SEBI (SAST) Regulations 2011 and will acquire substantial no of shares and control of the Company in place of existing promoters.

**XIV. Justification for allotment proposed to be made for Consideration other than Cash together with the valuation report of the Registered valuer:**

Not Applicable.

**XV. Lock in Period:**

The proposed allotment of the Equity Shares shall be subject to lock in as per the requirements of Regulation 78 of SEBI (ICDR) Regulations 2009.

**XVI. Re-computation of Issue Price:**

Since the Company's Equity Shares are infrequently traded and its pricing has been calculated in accordance with regulation 76A of SEBI (ICDR) Regulations, there is no need for the Company to re-compute the price of Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

**XVII. Auditor's Certificate:**

A Certificate from D. Shah & Associates, Chartered Accountant, being the statutory auditors of the Company, certifying that the issue of equity shares is being made in accordance with

requirements Chapter VII of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends Resolution No. 7 of the Notice, in relation to Preferential Issue of 57,42,200 Equity Shares of Rs. 10/- each, for your approval as **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution.

**Item No. 8:**

Pursuant to proposed Resolution mentioned at Item No. 7, M/s Truvalue Agro Ventures Private Limited will be allotted 57,42,200 Equity Shares of Rs. 10/- each viz equivalent to 42.53% of post issue paid up share capital of the Company. Such allotment would result in Change of Management of the Company and would become the Promoters of the Company pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations 2011. M/s Truvalue Agro Ventures Private Limited has already made Short Public Announcement in that regard. Further pursuant to Regulation 31A of SEBI (LODR) Regulations 2015, any reclassification of Promoters requires approval of the members to be obtained General Meeting.

Subject to approval of the members in general meeting for allotment of shares under Preferential Issue, and subject to approvals required from other regulatory authorities, M/s Truvalue Agro Ventures Private Limited shall become the promoter of the Company.

Hence the Board of Directors recommends Resolution No. 8 mentioned in the notice dated 27<sup>th</sup> July 2017. None of the Directors, Promoters of the Company are interested in the proposed resolution except to the extent of their reclassification as Promoters of the Company.

**Date: 07<sup>th</sup> August 2017**

**Place: Ahmedabad**

**For Dhanvarsha Finvest Limited**

**Sd/-**

**Malay Rohitkumar Bhow**

**Chairman and Whole Time Director**

**DIN: 02770605**



**Dhanvarsha Finvest Limited**

B Wing, 813/2, Mondeal Square,  
Opp. Karnavati club, S G Highway,  
Ahmedabad - 15.

Email id: [ghanvarshafinvest@gmail.com](mailto:ghanvarshafinvest@gmail.com)

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

CIN: L24231GJ1994PLC023528

23<sup>rd</sup> Annual General Meeting - 28<sup>th</sup> August 2017

**ATTENDANCE SLIP**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares

For physical Shares

DP ID:	Regd. Folio No:
Client ID:	Nos. of shares held:

Full Name of the Member attending: \_\_\_\_\_

Name of the proxy: \_\_\_\_\_

(To be filled in if proxy has been duly deposited with the Company)

I, hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the company to be held on Monday, 28<sup>th</sup> August 2017 at 10.00 a.m. at B Wing, 813/2, Mondeal Square, Opp. Karnavati Club, S G Highway, Ahmedabad - 380015.

\_\_\_\_\_  
(Members' / Proxy's signature)

(To be signed at the time of handing over this slip)

\*Persons attending the Annual General Meeting are required to bring their Annual Report.

**Dhanvarsha Finvest Limited**

B Wing, 813/2, Mondeal Square,  
Opp. Karnavati club, S G Highway,  
Ahmedabad – 15.

Email id: [dhanvarshafinvest@gmail.com](mailto:dhanvarshafinvest@gmail.com)

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

CIN: L24231GJ1994PLC023528

23<sup>rd</sup> Annual General Meeting – 28<sup>th</sup> August 2017

**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 of \_\_\_\_\_ Equity shares of Dhanvarsha Finvest Limited, hereby appoint:

Name:	Email id:
Address:	Signature:

Or failing him / her

Name:	Email id:
Address:	Signature:

Or failing him / her

Name:	Email id:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
23<sup>rd</sup> **Annual General Meeting** of the Company, to be held on the Monday, 28<sup>th</sup> August, 2017 at 10.00  
a.m. at B Wing, 813/2, Mondeal Square, Opp. Karnavati Club, S G Highway, Ahmedabad – 380015 and at  
any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Resolution	Vote - Refer Note 4		
		For	Against	Abstain
	<b>ORDINARY BUSINESS</b>			
1	Adoption of the Financial Statements of the Company and reports of the Auditors and the Directors thereon.			
2	Appointment of M/s Haribhakti & Co. LLP, Chartered Accountant, Mumbai as Statutory Auditor.			
3	Appointment of Mr. Karan Neale Desai as Director of the Company			
4	Increase in Authorized Share Capital of the Company			
5	Alteration of Clause 5(a) of Articles of Association of the Company for increasing Authorized Share Capital of the Company:			
6	Preferential Issue of 57,42,200 Equity Shares of Rs. 10/			
7	Reclassification of Promoters under Regulation 31(A) of SEBI (LODR) Regulations 2015:			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Member(s)

Signature of Proxy Holder

<p>Affix Revenue Stamp of not less than Re. 1/-</p>
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**Notes:**

1. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23<sup>rd</sup> Annual General Meeting.
2. 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.
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

**Dhanvarsha Finvest Limited**

B Wing, 813/2, Mondeal Square,  
Opp. Karnavati club, S G Highway,  
Ahmedabad – 15.

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