

TRIPURARI FINVEST LIMITED

CIN:- L17119WB1980PLC033157

Regd. Office: 2, Hare Street, 5th Floor, Kolkata-700001

Phone (+91) 33 2231-2890/91, Email: tripurarifinvest@gmail.com

Website: www.tripurarifinvest.co.in

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of **M/s. Tripurari Finvest Limited** will be held on Saturday the 26th Day of September 2015 at 11.00 AM at the Registered Office of Company, situated at 2, Hare Street, 5th Floor, Kolkata – 700 001, to transact the following businesses :

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint director in place of Mr. Aman Sah (DIN 05277485) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint director in place of Mr. Partha Chatterjee (DIN 06465062) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint director in place of Mr. Van Chandra Bhalotia (DIN 00542098) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint director in place of Mr. Chittaranjan Ghosh (DIN 06914236) who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"**RESOLVED THAT**, pursuant to the provisions of Sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. Jyoti K Agarwal & Associates, Chartered Accountants (Registration No. 325111E) in the 34th Annual General Meeting until 39th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company."

By Order of the Board of Directors

For Tripurari Finvest Ltd.

Sandeep Garg
Managing Director
DIN 02033762

Place: Kolkata
Date: 29.05.2015

Registered Office:
2 Hare Street
5th Floor,
Kolkata – 700 001
CIN No. : L17119WB1980PLC033157
Tel : 033-22312890/91
E-mail : tripurarifinvest@gmail.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 18th September 2015 to 26th September 2015 (both days inclusive) for the purpose of Annual General Meeting.
8. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.tripurarifinvest.co.in for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at tripurarifinvest@gmail.com.
11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

12. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have 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.
- IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Tripurari Finvest Limited".
 - (viii) Now you are ready for remote 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 voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kamaliaassociates@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. **In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
 - (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800- 222-990.
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (viii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (ix) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September 2015.
 - (x) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or etil2011@gmail.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.

- (xi) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - (xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting at the AGM through ballot paper.
 - (xiii) M/s. Kamalia Associates, Advocate has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - (xiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - (xv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - (xvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tripurarifinvest.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.
13. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

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PROXY FORM

(35th Annual General Meeting- 25th September, 2015)

FORM NO. MGT 11

[Pursuant To Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : L17119WB1980PLC033157
 Name of the Company : TRIPURARI FINVEST LIMITED
 Regd Office : 2, Hare Street, 5th Floor, Kolkata- 700 001

Name of the members	:
Registered Address	:
E mail ID	:
Folio No. / Client No.	:
DP ID	:

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

Name: _____ E-mail Id: _____
 Address: _____ Signature:or failing him

Name: _____ E-mail Id: _____
 Address: _____ Signature:or failing him

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 25th Annual General Meeting/ Extraordinary general meeting of the company, to be held on Friday, 25th day of September at 11:00 a.m./ p.m. at Mumbai and at any adjournment thereof in respect of such resolutions as are indicated.

ResolutionNo.	Resolution	Optional	
	Ordinary Business:	For	Against
1.	The audited financial statements of the company with the reports of Board of Directors and the Auditors report thereon.		
2.	To appoint director in place of Mr. Aman Sah (DIN 05277485) who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint director in place of Mr. Partha Chatterjee (DIN 06465062) who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint director in place of Mr. Van Chandra Bhalotia (DIN 00542098) who retires by rotation and being eligible offers himself for re-appointment.		
5.	To appoint director in place of Mr. Chittaranjan Ghosh (DIN 06914236) who retires by rotation and being eligible offers himself for re-appointment.		
6.	Appointment of Statutory auditors and authorizing Board to fix their remuneration.		

Signed this..... Day of2015
Signature of the Shareholder (s).....Signature of Proxy(s).....

Affix Revenue Stamp not Less than Rs. 0.15
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Notes: 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.

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ATTENDANCE SLIP

Full Name of Member/ Proxy attending the meeting _____

Whether FIRST HOLDER / JOINT HOLDER / PROXY
(Strike out whichever is not applicable)

Full Name of First Holder
(If Joint Holder / Proxy attending) _____

I certify that I am a registere shareholder / proxy for the registered shareholder of the company.
I hereby record my presence at the 26th Annual General Meeting of the company to be held on
Saturday the 26th September, 2015 at 11:00 A.M. at 2, Hare Street, 5th Floor, Kolkata- 700 001.

Signature of the Shareholder / proxy

DP ID.....
Folio No.....

Notes: 1. This attendance slip is valid onlt in case shares are held on the date of meeting.
2. No Gifts / Company Products shall be given at the meeting.