

# SAUMYA CAPITAL LIMITED

(CIN:L65910GJ1997PLC033191)

Reg.Off.:5, First Floor, Akar Complex, Darpan Five Roads, Navrangpura , Ahmedabad 380009.

Email ID:[arcadiamercantile@gmail.com](mailto:arcadiamercantile@gmail.com) Tel No.-09828384183.

Date: September 11, 2020

To,  
Department of Corporate Services,  
BSE Limited,  
P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001

Sub: **Submission of Notice of Annual General Meeting of the Company**

Respected Sirs,  
We are pleased to inform you that the Board of Directors of Saumya Capital Limited has approved the Notice of Annual General Meeting of the Company for the financial year 2019-2020, which is being submitted to you for filing with the Registrar of Companies, Ahmedabad.

The Notice of Annual General Meeting of the Company is enclosed herewith for your reference.

Yours faithfully,  
Saumya Capital Limited

(Signature)

(Name of the Director)

(Signature)  
(Name of the Director)

(Signature)

(Name of the Director)

(Signature)

(Name of the Director)

(Signature)

(Name of the Director)

(Signature)

(Name of the Director)

(Signature)

(Name of the Director)

# SAUMYA CAPITAL LIMITED

## NOTICE

Notice is hereby given that the Annual General Meeting of the members of Saumya Capital Limited will be held on 30<sup>th</sup> September, 2020, Wednesday at 2.00 P.M. at the Registered Office of the Company i.e. 5, First Floor, Akar Complex, Darpan Five Roads, Navrangpura, Ahmedabad GJ 380009 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2020, balance sheet as on that date, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Mr. Vitthal Jajoo (DIN:03245882) who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of auditors of the company and to fix their remuneration:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereof, the appointment of **Vishves A. Shah & Co**, Chartered Accountants (Firm Registration: 121356W) be and is hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, at such remuneration, in addition to applicable taxes and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors and Statutory Auditors."

### **SPECIAL BUSINESS:**

#### **4. To liquidate the affairs of company as the Voluntary Liquidation.**

To consider and if thought fit, to pass with or without modification the following resolutions as a special Resolution:

"RESOLVED THAT pursuant to the provisions of section 59(3)(c) of the Insolvency and Bankruptcy Code, 2016 or such other applicable provisions of the Act including any statutory modifications or re-enactments thereof for the time being in force or which may be amended hereinafter, the consent of the members of the Company be and is hereby accorded to liquidate the affairs of the Company as the Voluntary Liquidation of Corporate Person, W.e.f. 01 October, 2020,"

"RESOLVED FURTHER THAT pursuant to the provisions of section 59(3)(c) of The Insolvency and Bankruptcy Code, 2016 Mr. Ashok Pathak, an Insolvency Professional be and is hereby appointed to act as the liquidator for the purpose of the voluntary liquidation of the affairs of the Company."

"RESOLVED FURTHER THAT the consent of the members of the company be and is hereby accorded to sanction the remuneration of liquidator of Rs. 50,000/- only (Rupees Fifty Thousands only) in addition to the actual out of pocket expenses for the Liquidate of the affairs of the Company."

"RESOLVED FURTHER THAT Mr. Ashok Pathak, the Insolvency Professional be and is hereby authorised to exercise all the powers as per the provisions of The Insolvency and Bankruptcy Code, 2016 for effectively winding up the affairs of the Company."

"RESOLVED FURTHER THAT notwithstanding the appointment of Insolvency Professional the Board of Directors of the Company be and are hereby authorized to exercise all the powers in consideration with

the liquidation of the company like filing of statement of affairs with the liquidator, filing of return with the registrar of Companies, filling up vacancy in the office of liquidator and such other matters incidental to the voluntary liquidation of the Company.”

**By Order of the Board of Directors  
Saumya Capital Limited**

**Date :07/09/2020  
Place :Ahmedabad**

**Sd/-  
Vitthal Kumar Jajoo  
Director  
Din: 03245882**

## **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 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 of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2020 to 30<sup>th</sup> September, 2020 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM

### **5. Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

### **PROCEDURE FOR E-VOTING**

#### **In case of members receiving AGM Notice by e-mail:**

- i. The voting period begins on 27<sup>th</sup> September, 2020 (09:00 A.M.) and ends on 29<sup>th</sup> September, 2020 (05:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being 24<sup>th</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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 of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| PAN   | <p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB)         | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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 instruction (v)</li> </ul>   |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter 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.
- xi. For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant SAUMYA CAPITAL LIMITED on which you choose to vote.
- xiii. 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.

- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Share holders can also use mobile App – "m-voting" for e voting. m-voting app is available on IOS, Android and Windows based mobiles. Shareholders may login to m-voting using their e voting credential to vote for the company resolution(s).

**xx. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 they wish 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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).

The Company has appointed Mr. Ajit M. Santoki, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

- 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- 8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer agent of the Company immediately.
- 9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Skyline Financial Services Private Limited, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**By Order of the Board of Directors  
Saumya Capital Limited**

**Date :07/09/2020  
Place :Ahmedabad**

**Sd/-  
Vitthal Kumar Jajoo  
Director  
Din: 03245882**

**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice.

**ITEM NO. 4:**

TO LIQUADATE THE AFFAIRS OF COMPANY AS THE VOLUNTARY LIQUIDATION:

The Company was formed with the object to carry on the business of Trading of various kinds of Machine tools and Machine parts.

But as the members are aware the Company is not doing any business activities for the last 10 months. The Board of Directors of the Company considered the matter and was of the opinion that in view of the non-availability of business prospects, and long-term financial resources it is not financially viable to

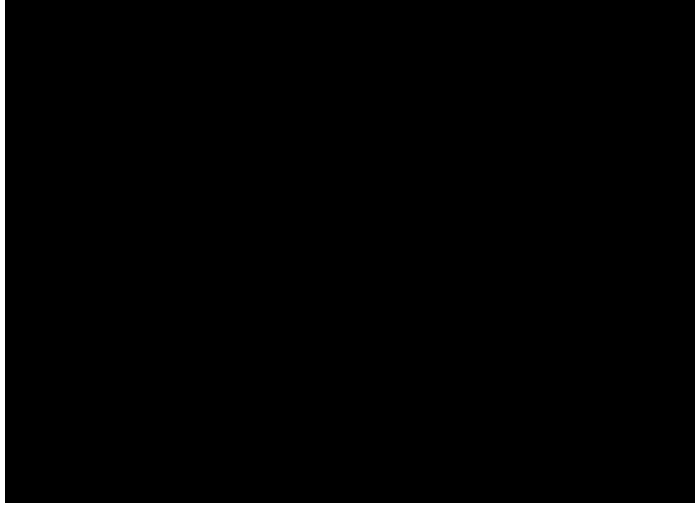


**ANNEXURE TO NOTICE**  
**(Details of Directors seeking Appointment/Re-appointment)**

|  |                              |
|--|------------------------------|
| Name of Director   | Mr. Vitthal Jajoo            |
| Director Identification number (DIN)   | 03245882                     |
| Date of Birth  |                              |
| Nationality  | Indian                       |
| Date of appointment on board   | 24.09.2016                   |
| Qualification  | Graduate                     |
| Brief Profile  | Good Experience in Marketing |
| Shareholding in the company  | NIL                          |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship committees across public companies | NIL                          |

There are no inter-se relationships between the Board Members.

**ROUTE MAP TO AGM VENUE**



**Address :-**

**SAUMYA VAPITAL LIMITED  
5, First Floor, Akar Complex,  
Darpan Five Roads,  
Navrangpura, Ahmedabad**

FORM 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]

|                           |  |
|---------------------------|--|
| <b>Name of Member(s)</b>  |  |
| <b>Registered Address</b> |  |
| <b>E-mail id</b>          |  |
| <b>Folio No.</b>          |  |
| <b>DP Id</b>              |  |
| <b>Client Id</b>          |  |

I / We, being the Member(s) holding \_\_\_\_\_ shares of Saumya Capital Limited, hereby appoint:

1. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 \_\_\_\_\_  
 Email Id \_\_\_\_\_  
 Signature \_\_\_\_\_ or failing him / her,  
 2. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on 30<sup>th</sup> September, 2020 at **2.00 P.M** (IST) at the Registered Office: , First Floor, Akar Complex, Darpan Five Roads, Navrangpura, Ahmedabad and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

**Ordinary business:**

- Adoption of Financial Statements of F.Y.2019-20.
- To appoint a Director of Mr. Vitthal Jajoo, who retires by rotation, and being eligible offers him for re-appointment.
- Ratify the Appointment of Statutory Auditors

**Special Business:**

- To Voluntary Liquidation of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

|                                    |
|------------------------------------|
| Affix R e1<br>R e s e a l<br>Stamp |
|------------------------------------|

**Note: 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.**

MGT-12  
**ATTENDANCE FORM/ BALLOT FORM**  
**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND  
 HAVE NOT OPTED FOR E-VOTING)**

Name & Registered Address :  
 of the Sole / First Named :  
 Member :  
 Name of the joint holders :  
 Registered Folio No / :  
 DP ID No. / Client ID No :  
 Number of Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting on 30<sup>th</sup> September, 2020 at **02.00 P.M** (IST), by conveying my / our assent or dissent to the resolutions by placing tick ( ✓ ) mark in the appropriate box below:

| Sr. No                   | Resolutions   | No. of Shares | I / We assent to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|--------------------------|---|---------------|---------------------------------------|--|
| <b>Ordinary Business</b> |   |               |                                       |  |
| 1.                       | Adoption of Financial Statements of F.Y. 2019-20.   |               |                                       |  |
| 2.                       | To appoint a Director of Mr. Vitthal Jajoo who retires by rotation, and being eligible offers him for re-appointment. |               |                                       |  |
| 3.                       | Ratify the Appointment of Statutory Auditors.   |               |                                       |  |
| <b>Special Business</b>  |   |               |                                       |  |
| 4.                       | To Voluntary Liquidation of the Company   |               |                                       |  |

Place :  
 Date :

(Signature of the Shareholder/Proxy)

**Note:**

**This Form is to be used for exercising attendance/ voting at the time of Annual General Meeting to be held on , the 30<sup>th</sup> September, 2020 by shareholders/proxy. Duly filled in and signed ballot form**