



# AGARWAL FORTUNE INDIA LIMITED

(Formerly known as Devki Leasing and Finance Limited)

CIN: L74110RJ1993PLC085542

Registered Office: S-9-A, 2nd Floor, Sagar Ratna, Gopalpura Bypass Road, Shri Gopal Nagar, Jaipur- 302019(Rajasthan)

Corporate Office: Third Floor, F-2264, RIICO Industrial Area, Ramchandrapura, Jaipur - 302022 (Rajasthan)

Email Id: afilejaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of the **AGARWAL FORTUNE INDIA LIMITED** (Formerly known as Devki Leasing and Finance Limited) will be held on **Wednesday, 27<sup>th</sup> September, 2023** at **03:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:-

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31<sup>st</sup> March 2023, along with the Reports of the Board of Directors and the Auditors thereon.

#### **ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MRS. SHARDA AGARWAL (DIN: 09520743), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sharda Agarwal (DIN: 09520743), who retires by rotation at this meeting and being eligible has offered herself for re-appointed, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **ITEM NO. 3: TO APPOINT STATUTORY AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24 AND FIX THEIR REMUNERATION:**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and upon the recommendation of the Audit Committee, **M/S Jethani and Associates, Chartered Accountants, Jaipur (Firm Registration Number: 010749C)**, who are eligible to be appointed as Statutory Auditors of the Company and who have given their consent to act as Statutory Auditors of the company and approval of members, be and are hereby accorded for appointment as the Statutory Auditors of the Company for a term of one consecutive year from the conclusion of this 31<sup>st</sup> Annual General Meeting ("AGM") till the conclusion of the 32<sup>nd</sup> AGM to be held in the year 2024, at a proposed remuneration of Rupees Fifty Thousand only plus applicable taxes and that such remuneration may be paid as may be agreed upon between the Auditors and the Board of Directors."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



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## SPECIAL BUSINESS:

### **ITEM NO. 4: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 WITH M/S AGARWAL TOUGHENED GLASS INDIA LIMITED (FORMERLY KNOWN AS AGARWAL TOUGHENED GLASS INDIA PRIVATE LIMITED):**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of the Board members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **M/s Agarwal Toughened Glass India Limited** (Formerly known as Agarwal Toughened Glass India Private Limited), a related party to company (a related party within the meaning of Section 2(76) of the Act) for purchase and trading of raw material of Glass items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 15 Crore (Rupees Fifteen Crore only) for the financial year 2023-24 in one or more tranches, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company, subject to the approval of shareholders in the upcoming Annual General Meeting of the Company.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

### **ITEM NO. 5: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013, FOR THE FINANCIAL YEAR 2023-24 WITH M/S AGARWAL FLOAT GLASS INDIA LIMITED (FORMERLY KNOWN AS AGARWAL FLOAT GLASS INDIA PRIVATE LIMITED):**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of the Board members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **M/s Agarwal Float Glass India Limited** (Formerly known as Agarwal Float Glass India Private Limited), a related party to company (a related party within the meaning of Section 2(76) of the Act) for purchase of raw material of Glass items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 15 Crore (Rupees Fifteen Crore only) for the financial year 2023-24 in one or more tranches, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company, subject to the approval of shareholders in the upcoming Annual General Meeting of the Company.”



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“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**ITEM NO. 6: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013, FOR THE FINANCIAL YEAR 2023-24 WITH M/S HARDIK GLASSES:**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, approval of the Board members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **M/S HARDIK GLASSES**, a related party to company (a related party within the meaning of Section 2(76) of the Act) for purchase of raw material of Glass items, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 6 Crore (Rupees Six Crore only) for the financial year 2023-24 in one or more tranches, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company, subject to the approval of shareholders in the upcoming Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**By Order of the Board of Directors**  
**AGARWAL FORTUNE INDIA LIMITED**  
(Formerly known as Devki Leasing and Finance Limited)

Sd/-

**Aditi Parmar**  
Company Secretary and Compliance Officer  
M. No. – A37301

**Place: Jaipur**  
**Date: 02.09.2023**



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## Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 read with the circular dated April 8, 2020, April 13, 2020 and December 28, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The Corporate office situated at **Third Floor, F-2264, RIICO Industrial Area, Ramchandrapura, Jaipur - 302022 (Rajasthan)** of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the businesses at Item Nos. 3 TO 6 above is annexed hereto and forms a part of the Notice.
3. The relevant details of persons seeking appointment/re-appointment under Item Nos. 2 of the Notice, as required pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings is also annexed.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through



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VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Members holding shares in dematerialized form are requested to register their latest Bank Account details(Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFSC code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s. Beetal Financial & Computer Services (P) Ltd. Members holding shares in physical form are requested to intimate any of the above mentioned changes, along with the request for merging of folio etc., to the Company's Registrar and Transfer Agents, M/s. Beetal Financial & Computer Services (P) Ltd. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic Demat accounts to the Registrar and Share Transfer Agent of the Company at Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3 rd Floor, 99 Madangir, Behind Local Shopping Complex, New Delhi – 110062.
9. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
10. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for all holders holding shares in physical form to furnish the following documents / details to the RTA
  - a) PAN
  - b) Contact details, Postal address with PIN, Mobile number, E-mail address
  - c) Bank account details (bank name and branch, bank account number, IFS code)
  - d) Specimen signatureFor furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The forms are available on the website of the Company as well as on the website of RTA.
11. In accordance with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from April 1, 2021.Hence no transfer of shares in physical form are allowed.
12. Further, in compliance with SEBI circular SEBI / HO/ MIRSD/ MIRSD\_RTAMB/ P/CIR/2022/8 dated January 25,2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
  - i. Issue of duplicate share certificate
  - ii. Claim from unclaimed suspense account
  - iii. Renewal/Exchange of securities certificate
  - iv. Endorsement
  - v. Sub-division / splitting of securities certificate



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vi. Consolidation of securities certificates/folios

vii. Transmission

viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of Beetal Financial & Computer Services (P) Ltd, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

**Members holding shares in physical form are requested to dematerialize their holdings at the earliest.**

13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.agarwalfortune.com](http://www.agarwalfortune.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. **Book Closure:** Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Company has notified closure of register of members and share transfer books (For the purpose of AGM) from Thursday, 21<sup>st</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting. The Company has fixed **Wednesday, September 20, 2023** as the cut-off date for determining entitlement of Members for attending and voting at the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend and vote at the Meeting. 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 **Wednesday, September 20, 2023**.
15. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested shall also be kept open for inspection at annual general meeting of the company and shall be made accessible to any person attending the meeting.
16. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID: [afiljaipur@gmail.com](mailto:afiljaipur@gmail.com), so that the information required may be made available at the Meeting.
17. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices/Documents/ Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices/ Documents/ Annual Reports, etc., to the shareholders through email, wherever the email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in.



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18. Members may also note that the Annual Report for FY 2022-23 is also available for downloading on Company's website <https://agarwalfortune.com/investor-relation/financials/annual-report/>

19. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- a) The e-voting period commences on Sunday, September 24, 2023 at 10.00 A.M. and ends on Tuesday, September 26, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 20, 2023, may cast their vote electronically, The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 20, 2023.
- b) Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently.
- c) A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- d) CS Monika Gupta, On behalf of **SKMG & Co.**, Practicing Company Secretary (M.No. FCS 8208 & C.P. No. 8551), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.

The Results declared along with the report of the Scrutiniser will be placed on the website of the Company [www.agarwalfortune.com](http://www.agarwalfortune.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or Managing Director or any one Director of the Company. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.

- e) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. **September 27<sup>th</sup>, 2023.**

#### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode**



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In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>





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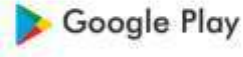
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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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(Formerly known as Devki Leasing and Finance Limited)

CIN: L74110RJ1993PLC085542

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Corporate Office: Third Floor, F-2264, RIICO Industrial Area, Ramchandrapura, Jaipur - 302022 (Rajasthan)

Email id: afiljaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.



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c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-



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Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [skmgcs@gmail.com](mailto:skmgcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Pallavi Mhatre) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [afiljaipur@gmail.com](mailto:afiljaipur@gmail.com) .



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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [afiljaipur@gmail.com](mailto:afiljaipur@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## 20. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## 21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective



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network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [afiljaipur@gmail.com](mailto:afiljaipur@gmail.com). The same will be replied by the company suitably.
6. Speaker (for members) shall required to registered themselves with company with their concern query and questions.
22. Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM 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. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
23. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://agarwalfortune.com/investor-relation/notice-and-result/> and click on scrutinizer's report and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.



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## NOTES OF EXPLANATORY STATEMENTS:

*There are some material facts relating to Ordinary Business/Special Business which will be discussed in the 31<sup>st</sup> Annual General Meeting of the Company.*

### **Annexure 1.**

Additional Information on Directors recommended for Appointment/Re-Appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for Item No. 2. i.e. Reappointment of Mrs. Sharda Agarwal (DIN: 09520743), who is liable to retire by rotation.

### **Annexure 2.**

Explanatory Statement in respect of the Ordinary Business pursuant to Section 102(1) of the Companies Act, 2013 for Item No. 3 .

### **Annexure 3.**

Explanatory Statement in respect of the Special Business pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 4 to 6.



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## ANNEXURE TO THE NOTICE

### Annexure 1.

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**RE- APPOINTMENT OF MRS. SHARDA AGARWAL (DIN: 09520743), WHO IS LIABLE TO RETIRE BY ROTATION.**

S.NO.	Name of Directors	MRS. SHARDA AGARWAL
1.	DIN	09520743
2.	Date of Birth	02/07/1982
3.	Date of first appointment	25/02/2022
4.	Qualification	B.Com
5.	Expertise/Experience in specific functional areas	She is having rich knowledge in supervising and Liaisoning.
6.	Terms and conditions of appointment/re-appointment	Appointed as Non-Executive Woman Director, liable to retire by rotation.
7.	Details of remuneration of last drawn (2022-23)	NIL
8.	Details of remuneration proposed to be paid	NIL
9.	No. & % of Equity Shares held	NIL
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mr. Mahesh Kumar Agarwal(Managing Director of the Company).
11.	Number of Meetings of the Board attended during the year	11
12.	List of outside Company Directorship held	1.AGARWAL FLOAT GLASS INDIA LIMITED-Director
13.	Chairperson / Member of the Committees of the Board of Directors of the Company	Member/ Chairperson a. Nomination and Remuneration Committee b.Stakeholder Relationship Committee (Chairperson)
14.	Chairperson / Member of the Committees of the Board Directors of other Companies in which he is director	AGARWAL FLOAT GLASS INDIA LIMITED a. Nomination and Remuneration Committee-Member b. Stakeholder Relationship Committee - Chairperson





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## Annexure 2.

### EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement set out the material facts relating to the Ordinary Business:

#### **ITEM 3: TO APPOINT STATUTORY AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24 AND FIX THEIR REMUNERATION**

The Board of Directors of the Company at their Meeting held on 02<sup>nd</sup> September, 2023, had approved the appointment of **M/s JETHANI AND ASSOCIATES, Chartered Accountants, Jaipur (Firm Registration Number: 010749C)** as the Statutory Auditors of the Company to hold office from conclusion of this 31<sup>st</sup> Annual General Meeting ("AGM") till the conclusion of the 32<sup>nd</sup> Annual General Meeting ("AGM") to be held in the year 2024.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s Jethani and Associates as the Statutory Auditors of the Company to hold office for a period of one year, from the conclusion of this 31<sup>st</sup> Annual General Meeting ("AGM") till the conclusion of the 32<sup>nd</sup> Annual General Meeting ("AGM") to be held in the year 2024, subject to the approval of the Members, at such remuneration may be paid as may be agreed upon between the Auditors and the Board of Directors.

#### **Brief Profile of M/s JETHANI AND ASSOCIATES:**

M/s JETHANI AND ASSOCIATES has been in the profession for over 20 years and is one of the well reputed audit firms. They provide varied services which include assurance, risk advisory, taxation, corporate finance etc. They serve multiple listed companies and have tremendous experience in the field of audit.

#### **The terms and conditions of the appointment of the Statutory Auditors and the proposed fees are as follows:**

1. Term of Appointment: 1 (one) year, from the conclusion of this 31<sup>st</sup> Annual General Meeting ("AGM") till the conclusion of the 32<sup>nd</sup> Annual General Meeting ("AGM") to be held in the year 2024.
2. Remuneration for Statutory Audit of Rs. 50 Thousand (Rupees Fifty Thousand only) plus applicable taxes, in connection with the statutory audit of the Company for the financial year 2023-24.

M/s Jethani and Associates, Chartered Accountants is a well-known firm situated at Jaipur. The firm also holds a Peer Review Certificate No. 014525 dated 22<sup>nd</sup> August 2022 issued by the Peer Review Board of the Institute of Chartered Accountants of India valid till 31<sup>st</sup> August 2025.

The Company has received the consent letter and eligibility certificate from M/s Jethani and Associates, to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

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

The Board recommends the resolution as mentioned at Item No.3 above for the approval of the members by way of Ordinary Resolution.



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## Annexure 3.

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business for Item Nos.4 TO 6:

#### **ITEM NOS 4: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013 WITH M/S AGARWAL TOUGHENED GLASS INDIA LIMITED (FORMERLY KNOWN AS AGARWAL TOUGHENED GLASS INDIA PRIVATE LIMITED).**

As per Section 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the members.

However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, all related party transactions (RPTs) with an aggregate value exceeding Rs. 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the Company and on an arm's length basis. As per the amended Regulation 2(1) (zc) of the SEBI Listing Regulations, RPTs now include a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Agarwal Toughened Glass India Limited (Formerly known as Agarwal Toughened Glass India Private Limited) (ATGIL) deals into manufacturing (procurement of raw material and processing) of all types of laminated and safety glass, toughened, fibre glass, glass door fittings and all kinds of glass articles. ATGIPL, being a manufacturer of all types of industrial glasses, your Company will be able to take advantage of the large volumes at a reasonable price.

Transaction with ATGIL includes sale/purchase or supply of any goods or materials, procurement of raw material related to glasses and availing or rendering of any service related to glass.

The value of proposed aggregate transactions with ATGIPL is likely to exceed the said threshold limit, and is expected to be around Rs. 15 Crore (Rupees Fifteen Crore only), in one or more tranches during the financial year 2023-24.

The Audit Committee, after reviewing all necessary information, granted approval in the meeting of the committee members of Audit Committee dated 26.05.2023, for entering into the RPTs subject to the conditions that the same will be on an arm's length basis and in the ordinary course of business as per the policy on related party transactions of the Company.

Accordingly, transaction(s) entered into with the above parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the



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shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2023-24.

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, and pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the information to be provided to the members for consideration of transactions with ATGIPL are as follows:

S. NO.	Particulars	Remarks
1	Name of the Related Party	Agarwal Toughened Glass India Limited (Formerly known as Agarwal Toughened Glass India Private Limited) (ATGIL)
2	Name of the Director or KMP who is related	Mahesh Kumar Agarwal
3	Nature of Relationship	Common Director
4	Nature, material terms, monetary value and duration of the transaction; or particulars of the contract or arrangement	Sale/Purchase or supply of any goods or materials and availing or rendering of any services. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 15 Crores.
5	Tenure of the proposed transactions	For the Financial year 2023-24.
6	Maximum amount of transaction that can be entered.	Maximum aggregate value of Rs. 15 Crores for the financial year 2023-24 in one or more tranches.
7	The indicative base price or current contracted price and the formula for variation in the price, if any.	Rs. 15 Crore in aggregate.
8	Any other information relevant or important for the members to take a decision on the proposed resolution	ATGIL, being a manufacturer of all types of industrial glasses, your Company will be able to take advantage of the large volumes at a reasonable price.

Except Mr. Mahesh Kumar Agarwal and their relatives, to the extent of their shareholding, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 4 of this Notice for approval by the members.



# AGARWAL FORTUNE INDIA LIMITED

(Formerly known as Devki Leasing and Finance Limited)

CIN: L74110RJ1993PLC085542

Registered Office: S-9-A, 2nd Floor, Sagar Ratna, Gopalpura Bypass Road, Shri Gopal Nagar, Jaipur - 302019 (Rajasthan)

Corporate Office: Third Floor, F-2264, RIICO Industrial Area, Ramchandrapura, Jaipur - 302022 (Rajasthan)

Email Id: afiljaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

**ITEM NO. 5: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013, FOR THE FINANCIAL YEAR 2023-24 WITH M/S AGARWAL FLOAT GLASS INDIA LIMITED (FORMERLY KNOWN AS AGARWAL FLOAT GLASS INDIA PRIVATE LIMITED).**

As per Section 188 of the Companies Act, 2013 ("the Act"), transactions with related parties which are on arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the members.

However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, all related party transactions (RPTs) with an aggregate value exceeding Rs. 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the Company and on an arm's length basis. As per the amended Regulation 2(1)(zc) of the SEBI Listing Regulations, RPTs now include a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Agarwal Float Glass India Limited (Formerly known as Agarwal Float Glass India Private Limited) (AFGIL) deals into trading of raw glasses and processed glasses of all kinds like laminated and safety glass, toughened, fibre glass, glass door fittings and all kinds of glass articles. AFGIL, being wholesaler of all types of industrial glasses, your Company will be able to take advantage of the large volumes at a reasonable price.

Transaction with AFGIL includes sale/purchase or supply of any goods or materials, procurement of raw material related to glasses and availing or rendering of any service related to glass.

The value of proposed aggregate transactions with AFGIL is likely to exceed the said threshold limit, and is expected to be around Rs. 15 Crore (Rupees Fifteen Crore only), in one or more tranches during the financial year 2023-24.

The Audit Committee, after reviewing all necessary information, granted approval in the meeting of the committee members of Audit Committee dated 26.05.2023, for entering into the RPTs subject to the conditions that the same will be on an arm's length basis and in the ordinary course of business as per the policy on related party transactions of the Company.

Accordingly, transaction(s) entered into with the above parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2023-24.



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Email Id: afiljaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the information to be provided to the members for consideration of transactions with AFGIL are as follows:

S. NO.	Particulars	Remarks
1	Name of the Related Party	Agarwal Float Glass India Limited (Formerly known as Agarwal Float Glass India Private Limited) (AFGIL)
2	Name of the Director or KMP who is related	Mahesh Kumar Agarwal and Sharda Agarwal
3	Nature of Relationship	Common Director
4	Nature, material terms, monetary value and duration of the transaction; or particulars of the contract or arrangement	Sale/Purchase or supply of any goods or materials and availing or rendering of any services. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 15 Crores.
5	Tenure of the proposed transactions	For the Financial year 2023-24.
6	Maximum amount of transaction that can be entered.	Maximum aggregate value of Rs. 15 Crores for the Financial Year 2023-24 in one or more tranches.
7	The indicative base price or current contracted price and the formula for variation in the price, if any.	Rs. 15 Crore in aggregate.
8	Any other information relevant or important for the members to take a decision on the proposed resolution	AFGIL, deals into trading of raw glasses and processed glasses of all kinds like laminated and safety glass, toughened, fibre glass, glass door fittings and all kinds of glass articles. AFGIL, being wholesaler of all types of industrial glasses, your Company will be able to take advantage of the large volumes at a reasonable price.

Except Mr. Mahesh Kumar Agarwal and Mrs. Sharda Agarwal and their relatives, to the extent of their shareholding, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 5 of this Notice for approval by the members.



# AGARWAL FORTUNE INDIA LIMITED

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Email Id: afiljaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

## **ITEM NO. 6: TO APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013, FOR THE FINANCIAL YEAR 2023-24 WITH M/S HARDIK GLASSES.**

As per Section 188 of the Companies Act, 2013 (“the Act”), transactions with related parties which are on arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of the members.

However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, all related party transactions (RPTs) with an aggregate value exceeding Rs. 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders. The said limits are applicable, even if the transactions are in the ordinary course of business of the Company and on an arm’s length basis. As per the amended Regulation 2(1)(zc) of the SEBI Listing Regulations, RPTs now include a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

In order to carry out day-to-day operations and to ensure stability of supply in terms of quality and other conditions, your Company intends to enter into transactions with M/S Hardik Glasses for transactions specified under section 188(1)(a) to (g) respectively.

Hardik Glasses is the wholesaler/dealer of all types of Industrial Glasses, your Company is able to take advantage of available raw material at reasonable rates. Transaction with M/S Hardik Glasses includes sale/purchase or supply of any goods or materials, procurement of raw material related to glasses and availing or rendering of any service relating to glass.

The value of proposed aggregate transactions with Hardik glasses is likely to exceed the said threshold limit, and is expected to be around Rs. 6Crore (Rupees Six Crore only), each for the financial year 2023-24 in one or more tranches.

The Audit Committee, after reviewing all necessary information, granted approval in the meeting of the committee members of Audit Committee dated 26.05.2023, for entering into the RPTs subject to the conditions that the same will be on an arm’s length basis and in the ordinary course of business as per the policy on related party transactions of the Company.

Accordingly, transaction(s) entered into with the above parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2023-24.



# AGARWAL FORTUNE INDIA LIMITED

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Email id: afilejaipur@gmail.com

Website: www.agarwalfortune.com

Contact: 91-7230043249

As per the SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, and pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the information to be provided to the members for consideration of transactions with Hardik Glasses are as follows:

S. NO.	Particulars	Remarks
1	Name of the Related Party	Hardik Glasses(Proprietorship Firm)
2	Name of the Director or KMP who is related	Sharda Agarwal
3	Nature of Relationship	Common Director
4	Nature, material terms, monetary value and duration of the transaction; or particulars of the contract or arrangement	Sale/Purchase or supply of any goods or materials and availing or rendering of any services. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 06 crores.
5	Tenure of the proposed transactions	For the Financial year 2023-24.
6	Maximum amount of transaction that can be entered.	Maximum aggregate value of Rs. 6 Crore for the financial year 2023-24 in one or more tranches.
7	The indicative base price or current contracted price and the formula for variation in the price, if any.	Rs. 6 Crore in aggregate.
8	Any other information relevant or important for the members to take a decision on the proposed resolution	In order to carry out day-to-day operations and to ensure stability of supply in terms of quality and other conditions, your Company intends to enter into transactions with Hardik Glasses for transactions specified under section 188(1)(a) to (g) respectively.

Except Mrs. Sharda Agarwal and their relatives, to the extent of their shareholding, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 6of this Notice for approval by the members.

By Order of the Board of Directors

**AGARWAL FORTUNE INDIA LIMITED**

(Formerly known as Devki Leasing and Finance Limited)

Sd/-

**Aditi Parmar**

Company Secretary and Compliance Officer

M. No. – A37301

**Place: Jaipur**

**Date: 02.09.2023**

**Registered Office:**

S-9-A, 2nd Floor, Sagar Ratna,  
Gopalpura Bypass Road,  
Shri Gopal Nagar,  
Jaipur- 302019(Rajasthan)



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Contact: 91-7230043249

## AGARWAL FORTUNE INDIA LIMITED

(Formerly known as Devki Leasing and Finance Limited)

### 31<sup>st</sup> ANNUAL GENERAL MEETING

#### MECHANISM IN CASE A PERSON HAS BECOME A MEMBER OF THE COMPANY AFTER DISPATCH OF AGM NOTICE BUT ON OR BEFORE THE CUTOFF DATE FOR E-VOTING

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with their DP ID and Pan card number.

#### POST YOUR QUESTION BY THE SHAREHOLDER TO THE COMPANY

The board is keen to maintain engagement with shareholders. If you are a shareholder unable to attend the meeting and would like to ask the board a question on the business of the AGM, please submit your questions through email. Please note that questions should only relate to the Resolutions and where information is not readily available in the Annual Report. Responses will be made via return of email as deemed appropriate by the board.

The Company must give an answer to any such question relating to the business being dealt with except if:

- a) To do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) The answer has already been given on a website in the form of an answer to a question; or
- c) It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.





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## AGARWAL FORTUNE INDIA LIMITED

(Formerly known as Devki Leasing and Finance Limited)

### 31<sup>st</sup> ANNUAL GENERAL MEETING

#### SPEAKER REGISTRATION

**Event:** 31<sup>st</sup> Annual General Meeting through Video Conferencing / Other Audio Visual Means (OAVM)

**Day and Date:** Wednesday, 27<sup>th</sup> September, 2023

**Time:** 03.00 P.M.

**Registration period:** on or before 20<sup>th</sup> September, 2023

The members may register themselves as speaker by sending their request from the registered email IDs to the Company's email id [afiljaipur@gmail.com](mailto:afiljaipur@gmail.com) and provide the following details on or before 20<sup>th</sup> September, 2023.

1. DP and Client Id / Folio no.
2. Name of the Member
3. No. of shares
4. PAN number
5. Mobile number

Company's representatives would connect with the shortlisted prospective Speakers to check the Infrastructure, bandwidth and internet connectivity (upload and download speed) available at the Speaker's location and to guide them on the further process.

#### Selection criteria

Shareholders are advised to read the following selection criteria carefully before registration:

- Those Members, who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM.
- The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
- Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction.
- In the interest of time, speakers are requested to express their views in 2 minutes.