

NOTICE OF BOARD MEETING 03/2019-20

Date: 05/08/2019

To,
The Board of Directors
Tilak Ventures Limited

Sub: Notice cum Agenda of (03/2019-20) Board Meeting

Notice is hereby given that a meeting of the Board of Directors of **Tilak Ventures Limited** will be held on Tuesday, 13th August, 2019 at 03.30 P.M. at E-109, Crystal Plaza, New Link road, Opposite Infiniti Mall, Andheri (W), Mumbai - 400053, to transact the following business:

1. Appointment of Chairman, ascertaining quorum and to grant Leave of Absence, if any.
2. To confirm and approve the Minutes of previous Board Meeting.
3. To Consider and Approve Unaudited Financial Result for the Quarter Ended 30th June 2019 along with Limited Review Report thereon.
4. To recommend members for re-appointment of Mr. Girraj Agarwal, Director (DIN: 00290959), as director who is retiring by rotation and being eligible offered himself for Re-appointment.
5. To take note of reappointment of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (Registration no. 116627w) as Statutory Auditor for the financial year 2019-20.
6. To consider and approve Directors Reports and Corporate Governance report together with certifications from CEO/CFO for the year ended 31.03.2019.
7. To consider and fix the dates for the closing of Register of Members and Transfer Books.
8. To Consider and fix day, date, time and venue and calendar of events and Draft Notice for 38th Annual General Meeting of the Company.
9. To appoint Scrutinizer for conducting e-voting and poll process for 38th Annual General Meeting of the Company.
10. To take note of reservations/qualifications/remarks if any by the secretarial auditor of the company in their secretarial audit report for the year ended 31.03.2019.
11. To take note on Status of Statutory Registers maintained under Companies Act, 2013 and previous Committee meetings.
12. To give authority to the Director/Promoter/Authorized Representative of the Company to attend general meeting of other Companies.
13. To take note of quarterly compliance done under SEBI (LODR) Regulations 2015 for the quarter ended 30th June 2019.

NOTICE OF BOARD MEETING 03/2019-20

14. To take note of performance evaluation of auditors done by Audit Committee and approval of Remuneration as recommended by Audit committee.
15. To take Note of Reservations/Qualifications/Remarks if any by the Statutory Auditor of the Company.
16. To authorize Mr. Girraj Kishor Agrawal to be responsible for entire poll process and e-voting for 38th annual general meeting of the company.
17. To consider and approve resignation of Mr. Anubhav Maurya (08033584) from the post of Independent Director the company.
18. To appoint Mr Hitendrakumar Kanjibhai Parmar (DIN : 08515465) as an Additional Director of the Company subject to the approval of the shareholders in the ensuing AGM.
19. Reconstitution of Committees.
20. To take note Annual corporate governance report for the financial year ended 31.03.2019.
21. To take note of Related party transactions for the Quarter ended 30.06.2019.
22. Any other items with the permission of Chairman.

You are requested to make it Convenient to attend the meeting.

Further, pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of "Code of Conduct for Prevention of Insider Trading" of the Company, the Trading Window shall remain closed from 28.06.2019 till the next board meeting till 48 hours after the declaration of financial results (both days inclusive) for Directors and Designated Employees as defined in the Code.

**Yours Faithfully,
For Tilak Ventures Limited**

**Sd/-
Girraj Kishor Agrawal
(Director)
DIN: 00290959**

Encl: Agenda Notes

NOTICE OF BOARD MEETING 03/2019-20

Notes to Agenda:

ITEM NO. 1

- ❖ APPOINTMENT OF CHAIRMAN
- ❖ ASCERTAIN OF QUORUM
- ❖ TO GRANT LEAVE OF ABSENCE, IF ANY

ITEM NO. 2

TO TAKE CONFIRMATION OF THE MINUTES OF LAST MEETING OF BOARD-

The minutes of the meeting of the Board held on 21st May 2019, will be tabled before the meeting and will be confirmed, approved and signed.

ITEM NO. 3

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL RESULT FOR THE QUARTER ENDED 30TH JUNE 2019 ALONG WITH LIMITED REVIEW REPORT THEREON

Board members are informed that pursuant to Regulation 33 of Listing regulation, 2015, unaudited financial results for the quarter ended 30th June, 2019 shall be placed before Board for the purpose of their consideration and approval.

Board is requested to pass following resolution:

“RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Unaudited Financial Result of the Company for the quarter ended June 30, 2019 as per statement placed before meeting accompanied by Limited Review Report from Auditor of the Company be and are hereby approved and the same be signed by any of the Director(s) of the Company, and be submitted to the Stock Exchange and released for publication in news papers.”

ITEM NO. 4

TO RECOMMEND MEMBERS FOR RE-APPOINTMENT OF MR. GIRRAJ AGARWAL, DIRECTOR (DIN: 00290959) AS DIRECTOR WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERED HIMSELF FOR RE-APPOINTMENT

Board is hereby informed that as per section 152(6) of the Companies Act, 2013 unless the Articles of Association provide for retirement by rotation of all directors at every annual general meeting, at least two-thirds of the total number of directors of a public company shall be persons whose office is liable to retirement by rotation and sub-section (7) provides that one-third of such directors shall retire by rotation at each annual general meeting of the company.

Board is further informed that Mr. Girraj Agarwal, Director, who has been on the Board, holding longest position amongst the other directors, and thus retiring at the ensuing annual general meeting, and being eligible offered himself for re-appointment.

Board is requested to consider the said matter and pass following resolution:

NOTICE OF BOARD MEETING 03/2019-20

“RESOLVED THAT Mr. Girraj Agarwal, Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company”

ITEM NO. 5

TO TAKE NOTE OF RE-APPOINTMENT OF M/S. PRAVIN CHANDAK & ASSOCIATES, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2019-2020.

Board is hereby informed that, the Audit Committee has reviewed the performance of M/s Pravin Chandak & Company, Chartered Accountants, as the Statutory Auditor of the Company and to recommend their re-appointment to the Board for F.Y. 2019-20 and to fix their remuneration.

Further the chairman informed that pursuant to the Companies Amendment Act, 2017 there is no requirement to ratify the appointment of Statutory Auditor in Annual General Meeting of the Company, Accordingly no resolutions required to pass for the same in the ensuing AGM in terms of Section 139 of the Companies Act, 2013.

ITEM NO. 6

TO CONSIDER AND APPROVE DIRECTORS REPORTS AND CORPORATE GOVERNANCE REPORT TOGETHER WITH CERTIFICATIONS FROM CEO/CFO FOR THE YEAR ENDED 31.03.2019.

Board is hereby informed that the statement of Directors Report and Report on Corporate Governance along with certificate from CEO/ Chief Financial Officer of the Company is placed on the table. Directors are requested to discuss the same and if approved, pass the following resolutions:-

“RESOLVED THAT pursuant to Section 134 and all other applicable provisions of the Companies Act, 2013, the draft of Director’s Report together with the Annexures thereto on 38th Annual Report and report on Corporate Governance of the Company for the financial year ended on 31st March 2019 along with Certificate from CEO/ Chief financial Officer is hereby approved”

“RESOLVED FURTHER THAT Mr Girraj Agrawal, Director and Mr. Tanu Agrawal, Director of the Company be and are hereby authorized to sign the Directors’ Report, on behalf of the Board of Directors.”

ITEM NO. 07

TO CONSIDER AND FIX THE DATES FOR THE CLOSING OF REGISTER OF MEMBERS AND TRANSFER BOOKS.

Board is informed that as per section 91 of the Companies Act, 2013, the register of members and share transfer books are required to be closed for AGM and the date of Book closure are fixed from 22nd September, 2019 to 28th September, 2019.

NOTICE OF BOARD MEETING 03/2019-20

Board is requested to pass following resolution:

“RESOLVED THAT the register of members and share transfer books of the Company be closed from 22nd September, 2019 to 28th September, 2019 (both day inclusive)”

ITEM NO. 08

TO CONSIDER AND FIX DAY, DATE, TIME AND VENUE AND CALENDAR OF EVENTS AND DRAFT NOTICE FOR 38th ANNUAL GENERAL MEETING OF THE COMPANY

Board is requested to consider and fix day, date, time and venue for 38th Annual General meeting of the Company and also finalize calendar of event and draft of Notice of Annual General Meeting.

ITEM NO. 09

TO APPOINT SCRUTINIZER FOR CONDUCTING E-VOTING AND POLL PROCESS FOR 38th ANNUAL GENERAL MEETING OF THE COMPANY

Board is informed that in compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, company is required to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at General Meeting by electronic means along with poll at general meeting.

Further, Board is informed that Scrutinizer is required to be appointed to conduct the entire voting process in transparent manner. Company has received consent from Mr. Pravin Chandak, Partner of M/s. VKM & Associates Practicing Company Secretary, to act as Scrutinizer.

Board is requested to discuss and pass following resolution:

“RESOLVED THAT Mr. Vijay Mishra, Practicing Company Secretary (VKM & Associates) who has given his consent to act as such, be and is hereby appointed as the Scrutinizer for Scrutinizing the E-Voting Process at the ensuing 38th Annual General Meeting, under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and providing the report thereof and Board be and is hereby authorized to fix the professional fees.”

ITEM NO. 10

TO TAKE NOTE OF RESERVATIONS/QUALIFICATIONS/REMARKS IF ANY BY THE SECRETARIAL AUDITOR OF THE COMPANY

Board is requested to take a note of comments/qualification, made by Secretarial Auditor, in their Audit Report for FY 2018-19.

ITEM NO. 11

TO TAKE NOTE ON STATUS OF STATUTORY REGISTERS MAINTAINED UNDER COMPANIES ACT, 2013 AND PREVIOUS COMMITTEE MEETINGS.

NOTICE OF BOARD MEETING 03/2019-20

The Board is requested to take note of Statutory Registers maintained and Minutes of meetings Committees held.

ITEM NO. 12

TO GIVE AUTHORITY TO THE DIRECTOR/PROMOTER/AUTHORIZED REPRESENTATIVE OF THE COMPANY TO ATTEND GENERAL MEETING OF OTHER COMPANIES

Board is informed that Company has received some notices for Annual General Meeting of other Companies in which Proaim is a shareholder. Board is requested to appoint authorised representative under section 113 of Companies Act, 2013, to attend Annual general Meeting of the other Companies on behalf of Proaim Enterprises Limited.

Board is requested to pass following resolution:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, Mr. Pritam Yadav be and is hereby authorized to attend and vote, either through electronic voting or through poll and appoint proxy (ies) to attend an Annual General Meeting/Extra Ordinary General Meeting of any company in which the company is the member.

ITEM NO. 13

TO TAKE NOTE OF QUARTERLY COMPLIANCE DONE UNDER SEBI (LODR) REGULATIONS 2015 FOR THE QUARTER ENDED 30TH JUNE 2019

The Board is requested to take note of all the compliances done for the quarter ended 30th June 2018 under SEBI (LODR) regulations 2015.

ITEM NO. 14

TO TAKE NOTE OF PERFORMANCE EVALUATION OF AUDITORS DONE BY AUDIT COMMITTEE

Board is informed that the audit committee has reviewed the performance of the auditor and their independence. The committee also monitored the effectiveness of their audit process.

ITEM NO. 15

TO TAKE NOTE OF RESERVATIONS/QUALIFICATIONS/REMARKS IF ANY BY THE STATUTORY AUDITOR OF THE COMPANY

Board is requested to take a note of comments/qualification, made by Statutory Auditor, in their Audit Report for FY 2018-19.

ITEM NO. 16

TO AUTHORIZE MR. GIRRAJ KISHOR AGRAWAL TO BE RESPONSIBLE FOR ENTIRE POLL PROCESS AND E- VOTING FOR 38TH ANNUAL GENERAL MEETING OF THE COMPANY.

NOTICE OF BOARD MEETING 03/2019-20

Chairman to inform that in compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, it was required to provide to company's members, the facility to exercise their right to vote on resolutions proposed to be considered at General Meeting by electronic means along with poll at general meeting.

He then put before the Board the proposal for appointment of Mr. Girraj Kishor Agrawal to be responsible for entire poll process and E-voting for 38th Annual General meeting of the Company.

Board is requested to pass following resolution:

"RESOLVED THAT Mr. Girraj Kishor Agrawal be and is hereby appointed to be responsible for the entire poll process and E-Voting at the ensuing Annual General Meeting, under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 ."

Item No. 17

TO CONSIDER AND APPROVE RESIGNATION OF MR. ANUBHAV MAURYA (08033584) FROM THE POST OF DIRECTOR THE COMPANY

The Chairman to inform the Board that Company has received resignation letter from Mr. Anubhav Maurya (08033584), Director of the Company, requesting to accept the same as he would not be able to devote his time to the Company due to his pre-occupations somewhere else.

The Board place on record her sincere appreciation for the valuable services rendered during her tenure of Directorship. The Board accepted the resignation and passed the following resolution:

"RESOLVED THAT the resignation of Mr. Anubhav Maurya (08033584) as the Director of the Company with effect from 13.08.2019 be and is hereby approved.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are also hereby authorized to do all necessary acts and deeds as required to give effect to this resolution including filing of necessary form with ROC, Mumbai."

Item No. 18

TO APPOINT MR HITENDRAKUMAR KANJIBHAI PARMAR (DIN : 08515465) AS AN ADDITIONAL DIRECTOR OF THE COMPANY SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS IN THE ENSUING AGM.

Chairman to inform the Board that Nomination & Remuneration Committee at its separate meeting held on 13.08.2019 recommended to Board, appointment of Mr Hitendrakumar Kanjibhai Parmar (DIN : 08515465) as an Additional Director under Independent category, pursuant to provisions of section 161 and 149 of Companies Act, 2013 and from whom consent has been received by Board.

NOTICE OF BOARD MEETING 03/2019-20

Board is requested to consider and approve the following resolution:

“RESOLVED THAT pursuant to provisions of Section 152,149, and 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr Hitendrakumar Kanjibhai Parmar (DIN : 08515465) be and is hereby appointed as an Additional Director of the Company, in the category of Non Executive Independent, to hold office w.e.f. 13.08.2019 upto the date of the ensuing Annual General Meeting of the Company;

“RESOLVED FURTHER THAT Board of Directors be and are hereby authorised to file necessary forms with Registrar of Companies, Mumbai and to sign and submit the certified true copies of this resolution wherever required and be furnished to the concerned authorities.”

Item No. 19

RECONSTITUTION OF COMMITTEES

The chairman to inform that the Board that Mr. Anubhav Maurya has resigned from the Board w.e.f. 13.08.2019, therefore board require to reconstitute the committees and appoint a new member in place of him. The Board consider the same and reconstitute the committees as follows:

Audit Committee:

Mr. Hitendra Parmar	-	Chairman & Member
Mr. Hardikkumar Kabariya	-	Member
Mr. Girraj Kishor Agrawal	-	Member

Stakeholder Relationship Committee:

Mr. Hitendra Parmar	-	Chairman & Member
Mr. Girraj Kishor Agrawal	-	Member
Mrs. Tanu Giriraj Agarwal	-	Member

Nomination & Remuneration Committee:

Mr. Hitendra Parmar	-	Chairman & Member
Mr. Hardikkumar Kabariya	-	Member
Mrs. Tanu Giriraj Agarwal	-	Member

ITEM NO. 20

ANNUAL CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019.

The Chairman to placed before the Board the Annual Corporate Governance Report Certified by Company Secretary M/s VKM & Associates for the year ended 31st March, 2019 and declared that company has complied with the conditions of corporate governance as stipulated in the Listing Regulations/SEBI (LODR) Regulations 2015. The Board Members took the note of the same.

NOTICE OF BOARD MEETING 03/2019-20

Item No. 21

TO TAKE NOTE OF RELATED PARTY TRANSACTIONS HELD DURING THE QUARTER ENDED 30TH JUNE 2019.

The Board took a note of following Related Party Transactions held during the quarter ended 30th June 2019.

Item No. 22

ANY OTHER AGENDA WITH THE PERMISSION OF CHAIRMAN